

SCHROCK CHARLES A

Form 4

September 13, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHROCK CHARLES A

2. Issuer Name **and** Ticker or Trading
Symbol
INTEGRYS ENERGY GROUP,
INC. [TEG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

130 EAST RANDOLPH DRIVE

(Street)

CHICAGO, IL 60601

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
09/10/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock					3,072.445	D	
Common Stock					5,130.7574	I	By ESOP
Common Stock					1,211.409	I	by Stk Invest Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and A Underlying S (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Unit	(1)	09/10/2010		A		25.9918		(2)	(3)	Common Stock
Employee Stock Option (Right to buy)	\$ 37.96 (4)							12/12/2003	12/12/2012	Common Stock
Employee Stock Option (Right to buy)	\$ 41.58 (5)							02/11/2011	02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 42.12 (6)							02/12/2010	02/12/2019	Common Stock
Employee Stock Option (Right to buy)	\$ 44.73 (7)							12/10/2004	12/10/2013	Common Stock
Employee Stock Option (Right to buy)	\$ 48.11 (8)							12/08/2005	12/08/2014	Common Stock
Employee Stock Option (Right to buy)	\$ 48.36 (9)							02/14/2009	02/14/2018	Common Stock
Employee Stock Option (Right to buy)	\$ 52.73 (10)							12/07/2007	12/07/2016	Common Stock
Employee Stock Option (Right to	\$ 54.85 (11)							12/07/2006	12/07/2015	Common Stock

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- (6) The option vests in four equal annual installments beginning on February 12, 2010.
- (7) The option vests in four equal annual installments beginning on December 10, 2004.
- (8) The option vests in four equal annual installments beginning on December 8, 2005.
- (9) The option vests in four equal annual installments beginning on February 14, 2009.
- (10) The option vests in four equal annual installments beginning on December 7, 2007.
- (11) The option vests in four equal annual installments beginning on December 7, 2006.
- (12) The option vests in four equal annual installments beginning on May 17, 2008.
- (13) Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (14) Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (15) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (16) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
- (17) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
- (18) The restricted stock units vest in four equal annual installments beginning on February 11, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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