

FORD DIANE L  
Form 4  
December 09, 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

OMB  
Number: 3235-0287  
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Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FORD DIANE L

(Last) (First) (Middle)

700 NORTH ADAMS  
STREET, P.O. BOX 19001

(Street)

GREEN BAY, WI 54307-9001

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/07/2010

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
VP and Corporate Controller

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 12/07/2010                              |                                                             | F                                    |                                                                         | 37.962                                                                                                             | D                                                                    | \$<br>48.48                                                       |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                      | 3,422.223 <sup>(1)</sup>                                          |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                      | 4,717.4959                                                        |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                      | 223.817                                                           |

By ESOP  
by Stk  
Invest  
Plan

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

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date Exercisable<br>Expiration<br>Date                         | Title<br>Amount<br>Number<br>Shares                                 |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 37.96<br>(2)                                                       |                                         |                                                             |                                         |                                                                                                                       | 12/12/2003 12/12/2012                                          | Common<br>Stock 6,                                                  |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 41.58<br>(3)                                                       |                                         |                                                             |                                         |                                                                                                                       | 02/11/2011 02/11/2020                                          | Common<br>Stock 11,                                                 |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 42.12<br>(4)                                                       |                                         |                                                             |                                         |                                                                                                                       | 02/12/2010 02/12/2019                                          | Common<br>Stock 11,                                                 |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 44.73<br>(5)                                                       |                                         |                                                             |                                         |                                                                                                                       | 12/10/2004 12/10/2013                                          | Common<br>Stock 6,                                                  |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 48.11<br>(6)                                                       |                                         |                                                             |                                         |                                                                                                                       | 12/08/2005 12/08/2014                                          | Common<br>Stock 7,                                                  |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 48.36<br>(7)                                                       |                                         |                                                             |                                         |                                                                                                                       | 02/14/2009 02/14/2018                                          | Common<br>Stock 13,                                                 |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 52.73<br>(8)                                                       |                                         |                                                             |                                         |                                                                                                                       | 12/07/2007 12/07/2016                                          | Common<br>Stock 9,                                                  |

|                                               |                  |                |            |                 |       |
|-----------------------------------------------|------------------|----------------|------------|-----------------|-------|
| Employee<br>Stock Option<br>(Right to<br>buy) | \$ 54.85<br>(9)  | 12/07/2006     | 12/07/2015 | Common<br>Stock | 8,    |
| Employee<br>Stock Option<br>(Right to<br>buy) | \$ 58.65<br>(10) | 05/17/2008     | 05/17/2017 | Common<br>Stock | 3,    |
| Performance<br>Rights                         | \$ 0 (11)        | 01/01/2011(12) | 06/30/2011 | Common<br>Stock | 2,    |
| Performance<br>Rights                         | \$ 0 (11)        | 01/01/2012(12) | 06/30/2012 | Common<br>Stock | 2,    |
| Performance<br>Rights                         | \$ 0 (11)        | 01/01/2013(12) | 06/30/2013 | Common<br>Stock | 3,    |
| Phantom<br>Stock Unit                         | (13)             | (14)           | (15)       | Common<br>Stock | 10,67 |
| Restricted<br>Stock Units<br>2008             | (16)             | (17)           | (17)       | Common<br>Stock | 543   |
| Restricted<br>Stock Units<br>2009             | (16)             | (18)           | (18)       | Common<br>Stock | 798   |
| Restricted<br>Stock Units<br>2010             | (16)             | (19)           | (19)       | Common<br>Stock | 1,02  |

## Reporting Owners

| Reporting Owner Name / Address                                                       | Relationships |           |                             |       |
|--------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                                      | Director      | 10% Owner | Officer                     | Other |
| FORD DIANE L<br>700 NORTH ADAMS STREET<br>P.O. BOX 19001<br>GREEN BAY, WI 54307-9001 |               |           | VP and Corporate Controller |       |

## Signatures

By: Dane E. Allen, as Power of Attorney For: Ms.  
Ford 12/09/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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Reflects the withholding of shares to satisfy tax payment for vested shares of Restricted Stock Awards under the Company's 2005 Omnibus Incentive Compensation Plan. Under the terms of the plan, the fair market value of any fractional share of Common Stock not used to satisfy the withholding obligation will be paid in cash at the time the RSA's are settled.

- (2) The option vests in four equal annual installments beginning on December 12, 2003.
- (3) The option vests in four equal annual installments beginning on February 11, 2011.
- (4) The option vests in four equal annual installments beginning on February 12, 2010.
- (5) The option vests in four equal annual installments beginning on December 10, 2004.
- (6) The option vests in four equal annual installments beginning on December 8, 2005.
- (7) The option vests in four equal annual installments beginning on February 14, 2009.
- (8) The option vests in four equal annual installments beginning on December 7, 2007.
- (9) The option vests in four equal annual installments beginning on December 7, 2006.
- (10) The option vests in four equal annual installments beginning on May 17, 2008.
- (11) 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.
- (12) 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.
- (13) These phantom stock units convert to common stock on a one-for-one basis.
- (14) Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days following the end of the calendar year in which occurs the participant's retirement or termination of service.
- (15) Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days following the end of the calendar year in which occurs the participant's retirement or termination of service.
- (16) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (17) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
- (18) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
- (19) The restricted stock units vest in four equal annual installments beginning on February 11, 2011.

### Remarks:

Table I, Line 2 reflects shares pertaining to June 19, 2010 and September 20, 2010 dividends and shares allocated on June 30,

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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