

VERBANAC DANIEL J

Form 4

February 11, 2011

**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 \*  
VERBANAC DANIEL J

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)

700 NORTH ADAMS STREET, P.  
O. BOX 19001

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/10/2011

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Pres, Integrys Engy Serv a sub

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

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

GREEN BAY, WI 54307-9001

(City) (State) (Zip)

**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. 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					1,004.647	D	
Common Stock					5,003.9196	I	By ESOP

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

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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 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 Am Underlying Sec (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Employee Stock Option (Right to buy)	\$ 49.4 <sup>(1)</sup>	02/10/2011		A		14,124		02/10/2012	02/10/2021	Common Stock	
Performance Rights	\$ 0 <sup>(2)</sup>	02/10/2011		A		4,963		01/01/2014 <sup>(2)</sup>	06/30/2014	Common Stock	
Restricted Stock Units 2011	<sup>(3)</sup>	02/10/2011		A		1,836		<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	
Employee Stock Option (Right to buy)	\$ 41.58 <sup>(5)</sup>							02/11/2011	02/11/2020	Common Stock	
Employee Stock Option (Right to buy)	\$ 42.12 <sup>(6)</sup>							02/12/2010	02/12/2019	Common Stock	
Employee Stock Option (Right to buy)	\$ 44.73 <sup>(7)</sup>							12/10/2004	12/10/2013	Common Stock	
Employee Stock Option (Right to buy)	\$ 48.11 <sup>(8)</sup>							12/08/2005	12/08/2014	Common Stock	
Employee Stock Option (Right to buy)	\$ 48.36 <sup>(9)</sup>							02/14/2009	02/14/2018	Common Stock	
Employee Stock Option (Right to buy)	\$ 52.73 <sup>(10)</sup>							12/07/2007	12/07/2016	Common Stock	

Employee Stock Option (Right to buy)	\$ 54.85 (11)	12/07/2006	12/07/2015	Common Stock
Employee Stock Option (Right to buy)	\$ 58.65 (12)	05/17/2008	05/17/2017	Common Stock
Performance Rights	\$ 0 (2)	01/01/2011 <sup>(13)</sup>	06/30/2011	Common Stock
Performance Rights	\$ 0 (2)	01/01/2012 <sup>(13)</sup>	06/30/2012	Common Stock
Performance Rights	\$ 0 (2)	01/01/2013 <sup>(13)</sup>	06/30/2013	Common Stock
Phantom Stock Unit	(14)	(15)	(16)	Common Stock
Restricted Stock Units 2008	(3)	(17)	(17)	Common Stock
Restricted Stock Units 2009	(3)	(18)	(18)	Common Stock
Restricted Stock Units 2010	(3)	(19)	(19)	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VERBANAC DANIEL J 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001			Pres, Integrys Engy Serv a sub	

## Signatures

By: Dane E. Allen, as Power of Attorney For: Mr. Verbanac 02/11/2011

\_\_\_\_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) The option vests in four equal annual installments beginning on February 10, 2012.

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- (2) Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals are satisfied. These goals are based on Company performance against an established industry benchmark, over a three year performance period. The final award of shares issued can be between 0% and 200% of the target award.
- (3) Each restricted stock unit represent a contingent right to receive one share of Company common stock.
- (4) The restricted stock units vest in four equal annual installments beginning on February 10, 2012.
- (5) The option vests in four equal annual installments beginning on February 11, 2011.
- (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 stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals are satisfied. These goals are based on Company performance against an established industry benchmark, over a three year performance period. The final award of shares issued can be between 0% and 200% of the target award.
- (14) These phantom stock units convert to common stock on a one-for-one basis.
- (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) 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.
- (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 I reflects an adjustment for 0.807 fractional shares related to tax withholding resulting from vesting of shares of I

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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