MIKULSKY PHILLIP M

Form 4 April 15, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Expires:

OMB APPROVAL

Washington, D.C. 20549

3235-0287 Number: January 31,

2005

if no longer subject to Section 16. Form 4 or

Check this box

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

Estimated average burden hours per

Form 5 obligations may continue.

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

response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MIKULSKY PHILLIP M

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

INTEGRYS ENERGY GROUP,

(Check all applicable)

Exec VP Corp Init & Chf Sec Of

INC. [TEG]

(Middle)

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

04/12/2013

Director 10% Owner Other (specify X_ Officer (give title

700 NORTH ADAMS STREET, P.

(First)

O. BOX 19001

(Last)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

(Street) Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

GREEN BAY, WI 54307-9001

(City)	(State)	(Zip) Tabl	e I - Non-E	Perivative	Secui	rities Ac	quired, Disposed	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi or(A) or Di (D) (Instr. 3,	ispose	d of	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)
Common Stock	04/12/2013		Code V M	Amount 4,067	(D)	Price \$ 49.4	4,088.9923	D	
Common Stock	04/12/2013		S	4,067	D	\$ 60.4	21.9923	D	
Common Stock							5,744.9654	I	By Employee Stock Ownership Plan

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

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SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	onof D Secu Acqu (A) o Disp (D)	or cosed of cr. 3, 4,	ve Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Employee Stock Option (Right to buy)	\$ 49.4	04/12/2013		M		4,067	02/10/2012(1)	02/10/2021	Common Stock	
Employee Stock Option (Right to buy)	\$ 41.58						02/11/2011(1)	02/11/2020	Common Stock	
Employee Stock Option (Right to buy)	\$ 53.24						02/09/2013(1)	02/09/2022	Common Stock	
Employee Stock Option (Right to buy)	\$ 54.85						12/07/2006(1)	12/07/2015	Common Stock	1
Employee Stock Option (Right to buy)	\$ 58.65						05/17/2008(1)	05/17/2017	Common Stock	
Employee Stock Option (Right to buy)	\$ 56						02/14/2014(1)	02/14/2023	Common Stock	1
Performance Rights	\$ 0 (2)						01/01/2016(2)	06/30/2016	Common Stock	
Performance Rights	\$ 0 (2)						01/01/2014(2)	06/30/2014	Common Stock	

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Performance Rights	\$ 0 <u>(2)</u>	01/01/2015(2)	06/30/2015	Common Stock	
Phantom Stock Unit	<u>(3)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock	33,
Restricted Stock Units 2010	<u>(5)</u>	02/11/2011	02/11/2014	Common Stock	71
Restricted Stock Units 2011	<u>(5)</u>	02/10/2012	02/10/2015	Common Stock	1,1
Restricted Stock Units 2012	<u>(5)</u>	02/09/2013	02/09/2016	Common Stock	1,6
Restricted Stock Units 2013	<u>(5)</u>	02/14/2014	02/14/2017	Common Stock	2,0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MIKULSKY PHILLIP M 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001

Exec VP Corp Init & Chf Sec Of

Signatures

Dane E. Allen, as Power of Attorney for Mr. Mikulsky

04/15/2013

**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 the exercisable date.
- Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals (2) 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 reported target award.
- (3) These phantom stock units convert to common stock on a one-for-one basis.
 - Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both (1)
- (4) following the calendar year in which service terminates with the Company, and (2) at least six months following termination, or later if the participant selected a later date.
- (5) Each restricted stock unit represent a contingent right to receive one share of Company common stock. The restricted stock units vest in four equal annual installments beginning on the exercisable date.

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

Reporting Owners 3

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