INTEGRYS ENERGY GROUP, INC.

Form 4

February 13, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

10% Owner

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading RADTKE MARK A Issuer Symbol INTEGRYS ENERGY GROUP, (Check all applicable) INC. [TEG] (Last) (First) (Middle) 3. Date of Earliest Transaction Director

X_ Officer (give title Other (specify (Month/Day/Year) below) below) 700 NORTH ADAMS STREET, P. 02/11/2014 Exec VP Shd Srv & Chf Stg Ofc

O. BOX 19001

(Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

6,602.5174

I

GREEN BAY, WI 54307-9001

Common

Stock

(State)

(City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Ownership (Instr. 8) Owned Direct (D) or Indirect (Instr. 4) Following Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Price Amount Common 02/11/2014 M 739.4317 23,891.152 D Stock Common 02/11/2014 F 258.6938 D 23,632.4582 D 54.61 Stock By Employee

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

Stock

Ownership Plan

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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. Transactic Code (Instr. 8)	orDeri Secu Acqu Disp	umber of vative urities uired (A) or osed of (D) r. 3, 4, and	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying So (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units 2010	(1)	02/11/2014		M		739.4317	02/11/2011	02/11/2014	Common Stock
Employee Stock Option (Right to buy)	\$ 41.58						02/11/2011(2)	02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 48.36						02/14/2009(2)	02/14/2018	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4						02/10/2012(2)	02/10/2021	Common Stock
Employee Stock Option (Right to buy)	\$ 53.24						02/09/2013(2)	02/09/2022	Common Stock
Employee Stock Option (Right to buy)	\$ 56						02/14/2014(2)	02/14/2023	Common Stock
Performance Rights	\$ 0 (3)						01/01/2016(3)	06/30/2016	Common Stock
Performance Rights	\$ 0 (3)						01/01/2014(3)	06/30/2014	Common Stock
Performance Rights	\$ 0 (3)						01/01/2015(3)	06/30/2015	Common Stock

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Phantom Stock Unit	(4)	<u>(5)</u>	<u>(5)</u>	Common Stock
Restricted Stock Units 2011	<u>(1)</u>	02/10/2012	02/10/2015	Common Stock
Restricted Stock Units 2012	<u>(1)</u>	02/09/2013	02/09/2016	Common Stock
Restricted Stock Units	<u>(1)</u>	02/14/2014	02/14/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RADTKE MARK A 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001

Exec VP Shd Srv & Chf Stg Ofc

Signatures

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

02/13/2014

**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) 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.
- (2) 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 (3) 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.
- (4) 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)
- (5) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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