#### INTEGRYS ENERGY GROUP, INC.

Form 4

December 03, 2014

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

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* Caro Jodi J

(First)

200 EAST RANDOLPH STREET

2. Issuer Name and Ticker or Trading

Symbol

INTEGRYS ENERGY GROUP,

INC. [TEG]

(Month/Day/Year) 12/01/2014

(Street)

(Middle)

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

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify \_X\_\_ Officer (give title below)

VP - Genl Counsel & Secy

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHICAGO, IL 60601

(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. Transaction Code (Instr. 8)	4. Securit oner Dispos (Instr. 3, 4)	ed 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	12/01/2014		M(1)	10,746	A	\$ 56	15,340.7035	D		
Common Stock	12/01/2014		M(1)	2,038	A	\$ 55.23	17,378.7035	D		
Common Stock	12/01/2014		S(1)	12,784	D	\$ 73.5189 (2)	4,594.7035	D		
Common Stock							2,165.6635	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)

# 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. Transactio Code (Instr. 8)	5. Number of ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar Nu Sh
Employee Stock Option (Right to buy)	\$ 56	12/01/2014		M <u>(1)</u>		10,746	02/14/2014(3)	02/14/2023	Common Stock	
Employee Stock Option (Right to Buy)	\$ 55.23	12/01/2014		M <u>(1)</u>		2,038	02/13/2015(3)	02/13/2024	Common Stock	
Performance Rights	\$ 0 (4)						01/01/2017(4)	03/15/2017	Common Stock	
Performance Rights	\$ 0 (4)						01/01/2016(4)	03/15/2016	Common Stock	
Performance Rights	\$ 0 (4)						01/01/2015(4)	03/15/2015	Common Stock	
Restricted Stock Units 2011	<u>(5)</u>						02/10/2012	02/10/2015	Common Stock	1
Restricted Stock Units 2012	<u>(5)</u>						02/09/2013	02/09/2016	Common Stock	(1)
Restricted Stock Units 2013	(5)						02/14/2014	02/14/2017	Common Stock	8
Restricted Stock Units	<u>(5)</u>						02/13/2015	02/13/2018	Common Stock	1,

2014

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Caro Jodi J

200 EAST RANDOLPH STREET VP - Genl Counsel & Secy

CHICAGO, IL 60601

**Signatures** 

Dane E. Allen, as Power of Attorney for Ms.
Caro

12/03/2014

\*\*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) The transaction reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 7, 2014.
- (2) The weighted average sale price reflects multiple transactions at prices ranging from \$73.50 \$73.60.
- (3) Effective October 24, 2014, the Board of Directors accelerated the vesting of all the outstanding stock options, and all outstanding stock options are now fully vested.
- Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals (4) 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.
- (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. 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.

Reporting Owners 3