INTEGRYS ENERGY GROUP, INC.

Form 4

February 12, 2015

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Form 4 or

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

January 31, Expires: 2005

OMB APPROVAL

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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Guc William J

Symbol INTEGRYS ENERGY GROUP,

(Check all applicable)

INC. [TEG]

(Middle)

(Last) (First) 3. Date of Earliest Transaction

Director 10% Owner _X__ Officer (give title

(Month/Day/Year)

02/10/2015

Other (specify

Vice President & Treasurer

700 NORTH ADAMS STREET, P. 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

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) | Code (Instr. 8) | 4. Securities oner Disposed (Instr. 3, 4 and | of (D) nd 5) (A) or | | 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 | 02/10/2015 | | Code V M | Amount 146.8608 | (D) | Price \$ 78.8 | 3,694.6451 | D | | |
| Common Stock | 02/10/2015 | | F | 59.185 | D | \$ 78.8 | 3,635.4601 | D | | |
| Common Stock | | | | | | | 2,983.0148 | 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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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned $(e.g., \, {\rm puts}, \, {\rm calls}, \, {\rm warrants}, \, {\rm options}, \, {\rm convertible} \, {\rm securities})$

| 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. Transactic Code (Instr. 8) | Secu Acqu Disp | umber of vative rities nired (A) or osed of (D) r. 3, 4, and | 6. Date Exercisab 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 2011 | <u>(1)</u> | 02/10/2015 | | M | | 146.8608 | 02/10/2012 | 02/10/2015 | 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 |
| Employee Stock Option (Right to Buy) | \$ 55.23 | | | | | | 02/13/2015(2) | 02/13/2024 | Common Stock |
| Performance Rights | \$ 0 (3) | | | | | | 01/01/2016(3) | 03/15/2016 | Common Stock |
| Performance Rights | \$ 0 (3) | | | | | | 01/01/2017(3) | 03/15/2017 | Common Stock |
| Phantom Stock Unit | <u>(4)</u> | | | | | | <u>(5)</u> | (5) | Common Stock |
| Restricted Stock Units 2012 | (1) | | | | | | 02/09/2013 | 02/09/2016 | Common Stock |
| | <u>(1)</u> | | | | | | 02/14/2014 | 02/14/2017 | |

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Restricted Common Stock Units Stock

2013

Restricted
Stock Units (1) 02/13/2015 0

2014

02/13/2015 02/13/2018

Common

Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Guc William J 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001

Vice
President &
Treasurer

Signatures

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

02/12/2015

**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) Effective October 24, 2014, the Board of Directors accelerated the vesting of all the outstanding stock options, and all outstanding stock options are fully vested.
- 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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