Laakso William D Form 4 December 11, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number: Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Laakso William D

2. Issuer Name and Ticker or Trading

Symbol

INTEGRYS ENERGY GROUP,

INC. [TEG]

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

12/09/2008

Director 10% Owner

(Check all applicable)

5. Relationship of Reporting Person(s) to

Other (specify X\_ Officer (give title below) VP - Human Resources

700 NORTH ADAMS STREET, P. O. BOX 19001

(State)

(First)

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

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

Table I. Non Darivative Securities Acquired Disposed of ar Ranaficially Ox

Issuer

GREEN BAY, WI 54307-9001

| (- 3)                                | (******)                                | 1 abi   | e 1 - Non-L                            | erivative                              | Secui  | rities Acqu  | irea, Disposea oi  | , or Beneficiali   | y Ownea   |  |
|--------------------------------------|---|---|--|--|--------|--------------|--|--|---|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securi<br>on(A) or Di<br>(Instr. 3, | ispose | d of (D)     | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock                      | 12/09/2008                              |   | F                                      | 18                                     | D      | \$<br>42.435 | 164 (1)  | D  |   |  |
| Common<br>Stock                      |   |   |  |  |        |              | 331.5874   | I  | By ESOP   |  |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                  |                    | 7. Title and A Underlying S (Instr. 3 and 4 | Securities                 |
|---|---|--------------------------------------|---|--|---|------------------|--------------------|---|----------------------------|
|   |   |                                      |   | Code V                                 | (A) (D)   | Date Exercisable | Expiration<br>Date | Title                                       | Amount<br>Number<br>Shares |
| Performance<br>Rights                               | \$ 0 (2)  |                                      |   |  |   | 01/01/2009(2)    | 06/30/2009         | Common<br>Stock                             | 200                        |
| Restricted<br>Stock Units                           | <u>(3)</u>  |                                      |   |  |   | <u>(4)</u>       | <u>(4)</u>         | Common<br>Stock                             | 1,249.                     |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |            |       |  |  |  |  |
|--------------------------------|---------------|-----------|------------|-------|--|--|--|--|
| reporting owner name / namess  | Director      | 10% Owner | Officer    | Other |  |  |  |  |
| Laakso William D               |               |           |            |       |  |  |  |  |
| 700 NORTH ADAMS STREET         |               |           | VP - Human |       |  |  |  |  |
| P. O. BOX 19001                |               |           | Resources  |       |  |  |  |  |
| GREEN BAY, WI 54307-9001       |               |           |            |       |  |  |  |  |

# **Signatures**

By: Dane E. Allen, as Power of Attorney For: Mr. Laakso 12/11/2008

\*\*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) Reflects sale of shares to satisfy tax payment for vested shares of Restricted Stock granted under the Company's 2005 Omnibus Incentive Compensation Plan.
- Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (3) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (4) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.

#### **Remarks:**

Table I, Line 2 Reflects shares allocated by the Company's ESOP program on June 30 and September 30, 2008. Table II refl 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 2

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