INTEGRYS ENERGY GROUP, INC. Form 4 June 25, 2014 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 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 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 MIKULSKY PHILLIP M Issuer Symbol INTEGRYS ENERGY GROUP, (Check all applicable) INC. [TEG] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) 700 NORTH ADAMS STREET, P. 06/23/2014 Exec VP Corp Init & Chf Sec Of 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 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Direct (D) Ownership (Instr. 8) Owned or Indirect Following (Instr. 4) Reported (I)(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common S $M^{(1)}$ 06/23/2014 1,015 А 1,027.7451 D Stock 58.65 Common 06/23/2014 S⁽¹⁾ 1,015 D \$68 12.7451 D Stock Common 06/23/2014 $M^{(1)}$ 4,515 Α 4,527.7451 D 53.24 Stock Common

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D

D

Common Stock	06/23/2014		S <u>(1)</u> 5,1	16 D	\$ 69.5	12.745	51 D			
Common Stock						6,563.	1796 I	By Empl Stock Owne Plan		
Reminder: Repo	rt on a separate	e line for each class of	F i r c	Persons w nformation required to	ho respo n contain o respon	ond to th ned in th d unless	ne collection on the collection of the collectio			
		Table II - Derivative (e.g., puts,	Securities Acquire calls, warrants, opt				y Owned			
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)	Code	5. Numl orof Deriv Securitic Acquire (A) or Dispose (D) (Instr. 3 and 5)	vative Ex es (M d d of	Date Exercisab xpiration Date Aonth/Day/Year		7. Title and Am Underlying Sect (Instr. 3 and 4)	
				Code V	(A)	(D)	ate Exercisable	Expiration Date	Title N	lun hai
Employee Stock Option (Right to buy)	\$ 58.65	06/23/2014		M <u>(1)</u>	1,	.015 0.	5/17/2008 <u>(2)</u>	05/17/2017	Common Stock	
Employee Stock Option (Right to buy)	\$ 53.24	06/23/2014		M <u>(1)</u>	4,	,515 0	2/09/2013 <u>(2)</u>	02/09/2022	Common Stock	
Employee Stock Option (Right to buy)	\$ 56	06/23/2014		M <u>(1)</u>	5,	.116 0	2/14/2014 <u>(2)</u>	02/14/2023	Common Stock	
Employee Stock Option (Right to buy)	\$ 49.4					0	2/10/2012 <u>(2)</u>	02/10/2021	Common Stock	
Employee Stock Option (Right to Buy)	\$ 55.23					0	2/13/2015 <u>(2)</u>	02/13/2024	Common Stock	

Performance Rights	\$ 0 <u>(3)</u>	01/01/2016(3)	03/15/2016	Common Stock	
Performance Rights	\$ 0 <u>(3)</u>	01/01/2017 <u>(3)</u>	03/15/2017	Common Stock	
Performance Rights	\$ 0 <u>(3)</u>	01/01/2015(3)	03/15/2015	Common Stock	
Phantom Stock Unit	<u>(4)</u>	(5)	(5)	Common Stock	35,
Restricted Stock Units 2011	<u>(6)</u>	02/10/2012	02/10/2015	Common Stock	6
Restricted Stock Units 2012	<u>(6)</u>	02/09/2013	02/09/2016	Common Stock	1,
Restricted Stock Units 2013	<u>(6)</u>	02/14/2014	02/14/2017	Common Stock	1,
Restricted Stock Units 2014	<u>(6)</u>	02/13/2015	02/13/2018	Common Stock	2,

Reporting Owners

Reporting Owner Name / Address	Relationships					
r o	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			06/25/2014			
**Signature of Reporting Per	son		Date			
Explanation of Responses:						

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 March 18, 2014.
- (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.
- (6) 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.