INTEGRYS ENERGY GROUP, INC.

Form 4

September 10, 2014

FORM 4

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

OMB Number: 3235-0287

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
Estimated average burden hours per

January 31,

0.5

OMB APPROVAL

Form 4 or 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

2. Issuer Name and Ticker or Trading

INTEGRYS ENERGY GROUP,

Symbol

INC. [TEG]

1(b).

(Print or Type Responses)

SCHROCK CHARLES A

1. Name and Address of Reporting Person *

(Last) (First) (Middle) 200 EAST RANDOLPH STREET			3. Date of Earliest Transaction (Month/Day/Year) 09/08/2014					X Director 10% Owner X Officer (give title Other (specify below) Chairman and CEO		
	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CHICAGO	O, IL 60601							Form filed by More than One Reporting Person		
(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. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)		sed of 4 and (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	09/08/2014			M <u>(1)</u>	6,037	A	\$ 42.12	35,275.3643	D	
Common Stock	09/08/2014			S <u>(1)</u>	6,037	D	\$ 68.5102 (2)	29,238.3643	D	
Common Stock								7,297.0781	I	By Employee Stock Ownership Plan
								2,146.007	I	

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Common	by Stock
Stock	Investment
	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., puts, calls, warrants, options, convertible securities)

(c.g., paus, cans, 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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Employee Stock Option (Right to buy)	\$ 42.12	09/08/2014		M <u>(1)</u>		6,037	02/12/2010(3)	02/12/2019	Common Stock	
Employee Stock Option (Right to buy)	\$ 41.58						02/11/2011(3)	02/11/2020	Common Stock	
Employee Stock Option (Right to buy)	\$ 49.4						02/10/2012(3)	02/10/2021	Common Stock	
Employee Stock Option (Right to buy)	\$ 53.24						02/09/2013(3)	02/09/2022	Common Stock	
Employee Stock Option (Right to buy)	\$ 56						02/14/2014(3)	02/14/2023	Common Stock	
Employee Stock Option (Right to Buy)	\$ 55.23						02/13/2015(3)	02/13/2024	Common Stock	

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Performance Rights	\$ 0 <u>(4)</u>	01/01/2016(4)	03/15/2016	Common Stock	
Performance Rights	\$ 0 <u>(4)</u>	01/01/2017(4)	03/15/2017	Common Stock	
Performance Rights	\$ 0 <u>(4)</u>	01/01/2015 <u>(4)</u>	03/15/2015	Common Stock	
Phantom Stock Unit	<u>(5)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	10
Restricted Stock Units 2011	<u>(7)</u>	02/10/2012	02/10/2015	Common Stock	2
Restricted Stock Units 2012	<u>(7)</u>	02/09/2013	02/09/2016	Common Stock	4
Restricted Stock Units 2013	<u>(7)</u>	02/14/2014	02/14/2017	Common Stock	6
Restricted Stock Units 2014	<u>(7)</u>	02/13/2015	02/13/2018	Common Stock	8

Reporting Owners

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
SCHROCK CHARLES A 200 EAST RANDOLPH STREET CHICAGO, IL 60601	X		Chairman and CEO				

Signatures

Dane E. Allen, as Power of Attorney for Mr.
Schrock
09/10/2014

Explanation of Responses:

**Signature of Reporting Person

- * 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).

Date

- (1) The transaction reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 19, 2014.
- (2) The weighted average sale price reflects multiple transactions at prices ranging from \$68.50 \$68.55.
- (3) 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 (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) These phantom stock units convert to common stock on a one-for-one basis.

Reporting Owners 3

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- Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both (1)
- (6) 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.
- (7) 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.