#### INTEGRYS ENERGY GROUP, INC.

Form 4

October 23, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

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

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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).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * SCHROCK CHARLES A		2. Issuer Name <b>and</b> Ticker or Trading Symbol INTEGRYS ENERGY GROUP, INC. [TEG]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) 200 EAST RA	(First) (Middle)  NDOLPH STREET	3. Date of Earliest Transaction (Month/Day/Year) 10/22/2014	_X Director 10% Owner Start Officer (give title Other (specify below) Chairman and CEO		
	(Street)	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, IL	. 60601		Form filed by More than One Reporting Person		

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own
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(- 3)	(	i la	bie I - Non	-Derivativ	e Secu	irities Acqui	rea, Disposea oi,	or Beneficia	lly Ownea
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit for Dispos (Instr. 3, 4	ed of (		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	10/22/2014		M(1)	26,218	A	\$ 49.4	55,723.6517	D	
Common Stock	10/22/2014		S(1)	26,218	D	\$ 69.5529 (2)	29,505.6517	D	
Common Stock	10/22/2014		M(1)	7,020	A	\$ 56	36,525.6517	D	
Common Stock	10/22/2014		S <u>(1)</u>	7,020	D	\$ 69.7148 (3)	29,505.6517	D	

7,371.5809

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Common Stock			By Employee Stock Ownership Plan
Common Stock	2,198.606	I	by Stock Investment Plan

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 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)	ansactionDerivative ode Securities		ative Expiration Date ities (Month/Day/Year) red (A) sposed of  3, 4,		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)	\$ 49.4	10/22/2014		M(1)		26,218	02/10/2012(4)	02/10/2021	Common Stock	
Employee Stock Option (Right to buy)	\$ 56	10/22/2014		M(1)		7,020	02/14/2014(4)	02/14/2023	Common Stock	
Employee Stock Option (Right to buy)	\$ 41.58						02/11/2011(4)	02/11/2020	Common Stock	
Employee Stock Option (Right to buy)	\$ 53.24						02/09/2013(4)	02/09/2022	Common Stock	
Employee Stock Option (Right to Buy)	\$ 55.23						02/13/2015(4)	02/13/2024	Common Stock	

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Performance Rights	\$ 0 <u>(5)</u>	01/01/2016(5)	03/15/2016	Common Stock	
Performance Rights	\$ 0 <u>(5)</u>	01/01/2017(5)	03/15/2017	Common Stock	
Performance Rights	\$ 0 <u>(5)</u>	01/01/2015(5)	03/15/2015	Common Stock	
Phantom Stock Unit	<u>(6)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	1
Restricted Stock Units 2011	<u>(8)</u>	02/10/2012	02/10/2015	Common Stock	
Restricted Stock Units 2012	<u>(8)</u>	02/09/2013	02/09/2016	Common Stock	
Restricted Stock Units 2013	<u>(8)</u>	02/14/2014	02/14/2017	Common Stock	
Restricted Stock Units 2014	(8)	02/13/2015	02/13/2018	Common Stock	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b></b>	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 10/23/2014

\*\*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 August 19, 2014.
- (2) The weighted average sale price reflects multiple transactions at prices ranging from \$69.50 \$69.69.
- $\textbf{(3)} \quad \text{The weighted average sale price reflects multiple transactions at prices ranging from $69.70 \$69.74.}$
- (4) 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 (5) 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.

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- (6) 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)
- (7) 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.
- (8) 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.