

INTEGRYS ENERGY GROUP, INC.

Form 4

February 18, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KALLAS LINDA M

(Last) (First) (Middle)
130 EAST RANDOLPH STREET
(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTEGRYS ENERGY GROUP, INC. [TEG]

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President & Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					7,854.2086	D	
Common Stock					1,888.3647	I	By Employee Stock Ownership Plan
Common Stock					179.4544	I	By PE Employee Stock Ownership Plan

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Common Stock 510.9897 I By PE Capital Accumulation 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Restricted Stock Units 2014	①	02/13/2014		A	568	02/13/2015 02/13/2018	Common Stock		
Performance Rights	\$ 0 ②	02/13/2014		A	1,939	01/01/2017② 06/30/2017	Common Stock		1
Employee Stock Option (Right to Buy)	\$ 55.23	02/13/2014		A	4,851	02/13/2015③ 02/13/2024	Common Stock		4
Employee Stock Option (Right to buy)	\$ 41.58					02/11/2011③ 02/11/2020	Common Stock		3
Employee Stock Option (Right to buy)	\$ 42.12					02/12/2010③ 02/12/2019	Common Stock		1
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012③ 02/10/2021	Common Stock		3
Employee Stock Option	\$ 53.24					02/09/2013③ 02/09/2022	Common Stock		3

(Right to buy)

Employee Stock Option (Right to buy)	\$ 58.65	05/17/2008 ⁽³⁾	05/17/2017	Common Stock	5
Employee Stock Option (Right to buy)	\$ 56	02/14/2014 ⁽³⁾	02/14/2023	Common Stock	5
Performance Rights	\$ 0 ⁽²⁾	01/01/2016 ⁽²⁾	06/30/2016	Common Stock	1
Performance Rights	\$ 0 ⁽²⁾	01/01/2015 ⁽²⁾	06/30/2015	Common Stock	1
Restricted Stock Units 2011	<u>(1)</u>	02/10/2012	02/10/2015	Common Stock	132
Restricted Stock Units 2012	<u>(1)</u>	02/09/2013	02/09/2016	Common Stock	250
Restricted Stock Units 2013	<u>(1)</u>	02/14/2014	02/14/2017	Common Stock	590

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KALLAS LINDA M 130 EAST RANDOLPH STREET CHICAGO, IL 60601			Vice President & Controller	

Signatures

Dane E. Allen, as Power of Attorney for Ms. Kallas
02/18/2014

 **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) 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) Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals 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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(3) The option vests 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.

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