

WOLF BARTH J
Form 4
February 16, 2012

FORM 4

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

OMB APPROVAL

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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 *
WOLF BARTH J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
700 NORTH ADAMS STREET, P.O. BOX 19001

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP-Chief Legal Officer & Secy

(Street)
GREEN BAY, WI 54307-9001

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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. 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					4,730.4088	D	
Common Stock					1,514.6984	I	By ESOP

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

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SEC 1474 (9-02)

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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 Underlying Instrument (Instr. 3)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Phantom Stock Unit	(1)	02/14/2012		M	307,744 (2)	(3) (3)	Common Stock
Restricted Stock Units 2008	(4)	02/14/2012		M	307,744	(5) (5)	Common Stock
Employee Stock Option (Right to buy)	\$ 41.58 (7)					02/11/2011 02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 42.12 (8)					02/12/2010 02/12/2019	Common Stock
Employee Stock Option (Right to buy)	\$ 48.11 (9)					12/08/2005 12/08/2014	Common Stock
Employee Stock Option (Right to buy)	\$ 48.36 (10)					02/14/2009 02/14/2018	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4 (11)					02/10/2012 02/10/2021	Common Stock
Employee Stock Option (Right to buy)	\$ 52.73 (12)					12/07/2007 12/07/2016	Common Stock
Employee Stock Option (Right to buy)	\$ 53.24 (13)					02/09/2013 02/09/2022	Common Stock
Employee Stock Option (Right to buy)	\$ 54.85 (14)					12/07/2006 12/07/2015	Common Stock

buy)

Employee Stock Option (Right to buy)	\$ 58.65 <u>(15)</u>	05/17/2008	05/17/2017	Common Stock
Performance Rights	\$ 0 <u>(16)</u>	01/01/2012 ⁽¹⁷⁾	06/30/2012	Common Stock
Performance Rights	\$ 0 <u>(16)</u>	01/01/2013 ⁽¹⁷⁾	06/30/2013	Common Stock
Performance Rights	\$ 0 <u>(16)</u>	01/01/2014 ⁽¹⁶⁾	06/30/2014	Common Stock
Performance Rights	\$ 0 <u>(16)</u>	01/01/2015 ⁽¹⁶⁾	06/30/2015	Common Stock
Restricted Stock Units 2009	<u>(4)</u>	<u>(18)</u>	<u>(18)</u>	Common Stock
Restricted Stock Units 2010	<u>(4)</u>	<u>(19)</u>	<u>(19)</u>	Common Stock
Restricted Stock Units 2011	<u>(4)</u>	<u>(20)</u>	<u>(20)</u>	Common Stock
Restricted Stock Units 2012	<u>(4)</u>	<u>(21)</u>	<u>(21)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOLF BARTH J 700 NORTH ADAMS STREET P.O. BOX 19001 GREEN BAY, WI 54307-9001			VP-Chief Legal Officer & Secy	

Signatures

By: Dane E. Allen, as Power of Attorney For: Mr. Wolf
02/16/2012

 **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) These phantom stock units convert to common stock on a one-for-one basis.

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- (2) The acquired shares reflect the portion of the vested Restricted Stock Units that have been deferred into Company common stock within the Company's Deferred Compensation Plan.
- (3) Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days following the end of the calendar year in which occurs the participant's retirement or termination of service.
- (4) Each restricted stock unit represent a contingent right to receive one share of Company common stock.
- (5) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
- (6) Due to a clerical error, 614.2057 shares that were previously transferred to the reporting person's phantom stock unit account upon their deferral into the Company's Deferred Compensation Plan were inadvertently reflected in these holdings. This filing correctly reflects these shares being held in the reporting person's phantom stock unit account.
- (7) The option vests in four equal annual installments beginning on February 11, 2011.
- (8) The option vests in four equal annual installments beginning on February 12, 2010.
- (9) The option vests in four equal annual installments beginning on December 8, 2005.
- (10) The option vests in four equal annual installments beginning on February 14, 2009.
- (11) The option vests in four equal annual installments beginning on February 10, 2012.
- (12) The option vests in four equal annual installments beginning on December 7, 2007.
- (13) The option vests in four equal annual installments beginning on February 9, 2013.
- (14) The option vests in four equal annual installments beginning on December 7, 2006.
- (15) The option vests in four equal annual installments beginning on May 17, 2008.
- (16) 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 target award.
- (17) 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 target award.
- (18) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
- (19) The restricted stock units vest in four equal annual installments beginning on February 11, 2011.
- (20) The restricted stock units vest in four equal annual installments beginning on February 10, 2012.
- (21) The restricted stock units vest in four equal annual installments beginning on February 9, 2013.

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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