

Caro Jodi J  
 Form 4  
 February 14, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Caro Jodi 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)  
 130 EAST RANDOLPH STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/12/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP - Genl Counsel & Secy

CHICAGO, IL 60601

(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	02/12/2013		M		118.7984	A	\$ 56.21
Common Stock	02/12/2013		F		44.7275	D	\$ 56.21
Common Stock							
Common Stock					1,564.2391	I	

By  
 Employee  
 Stock  
 Ownership  
 Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474  
(9-02)

**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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units 2009	<u>1</u>	02/12/2013		M	118.7984	02/12/2010	02/12/2013	Common Stock
Employee Stock Option (Right to buy)	\$ 48.36					02/14/2009 <sup>(2)</sup>	02/14/2018	Common Stock
Employee Stock Option (Right to buy)	\$ 42.12					02/12/2010 <sup>(2)</sup>	02/12/2019	Common Stock
Employee Stock Option (Right to buy)	\$ 41.58					02/11/2011 <sup>(2)</sup>	02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012 <sup>(2)</sup>	02/10/2021	Common Stock
Employee Stock Option (Right to buy)	\$ 53.24					02/09/2013 <sup>(2)</sup>	02/09/2022	Common Stock
Performance Rights	\$ 0 <sup>(3)</sup>					01/01/2013 <sup>(3)</sup>	06/30/2013	Common Stock
Performance Rights	\$ 0 <sup>(3)</sup>					01/01/2014 <sup>(3)</sup>	06/30/2014	Common Stock
Performance Rights	\$ 0 <sup>(3)</sup>					01/01/2015 <sup>(3)</sup>	06/30/2015	Common Stock

