MIKULSKY PHILLIP M

Form 4 April 04, 2013

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MIKULSKY PHILLIP M	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	INTEGRYS ENERGY GROUP, INC. [TEG]	(Check all applicable)		
(Last) (First) (Middle) 700 NORTH ADAMS STREET, P. O. BOX 19001	3. Date of Earliest Transaction (Month/Day/Year) 04/02/2013	Director 10% Owner Officer (give title Other (specify below) Exec VP Corp Init & Chf Sec Of		
(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		
GREEN BAY, WI 54307-9001		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acc	quired, Disposed	of, or Benefic	ially 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. Securi or(A) or D (Instr. 3,	ispose	ed of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	04/02/2013		M	7,140	A	\$ 41.58	7,161.9923	D	
Common Stock	04/02/2013		S	7,140	D	\$ 58.58	21.9923 (1)	D	
Common Stock							5,744.9654	I	By Employee Stock Ownership Plan

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

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SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)	Securities (Mont		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)	\$ 41.58	04/02/2013		M		7,140	02/11/2011(2)	02/11/2020	Common Stock	
Employee Stock Option (Right to buy)	\$ 42.12						02/12/2010(2)	02/12/2019	Common Stock	
Employee Stock Option (Right to buy)	\$ 49.4						02/10/2012(2)	02/10/2021	Common Stock	
Employee Stock Option (Right to buy)	\$ 53.24						02/09/2013(2)	02/09/2022	Common Stock	
Employee Stock Option (Right to buy)	\$ 54.85						12/07/2006(2)	12/07/2015	Common Stock	
Employee Stock Option (Right to buy)	\$ 58.65						05/17/2008(2)	05/17/2017	Common Stock	
Employee Stock Option (Right to buy)	\$ 56						02/14/2014(2)	02/14/2023	Common Stock	

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Performance Rights	\$ 0 <u>(3)</u>	01/01/2016(3)	06/30/2016	Common Stock	
Performance Rights	\$ 0 <u>(3)</u>	01/01/2014(3)	06/30/2014	Common Stock	
Performance Rights	\$ 0 <u>(3)</u>	01/01/2015(3)	06/30/2015	Common Stock	
Phantom Stock Unit	<u>(4)</u>	(5)	(5)	Common Stock	33,
Restricted Stock Units 2010	<u>(7)</u>	02/11/2011	02/11/2014	Common Stock	7 2
Restricted Stock Units 2011	<u>(7)</u>	02/10/2012	02/10/2015	Common Stock	1,1
Restricted Stock Units 2012	<u>(7)</u>	02/09/2013	02/09/2016	Common Stock	1,6
Restricted Stock Units 2013	<u>(7)</u>	02/14/2014	02/14/2017	Common Stock	2,0

Reporting Owners

Reporting Owner Name / Address	Kelationships				
	Director	10% Owner	Officer	Other	

MIKULSKY PHILLIP M 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001

Exec VP Corp Init & Chf Sec Of

Signatures

Dane E. Allen, as Power of Attorney for Mr. 04/04/2013

**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) Balance also reflects dividend reinvestment shares purchased on March 20, 2013.
- (2) 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 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.

(4) 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) 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.
- Balance reflects dividends paid on phantom stock units and reinvested in additional phantom stock units, under the Company's Deferred Compensation Plan on March 20, 2013.
- (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.
- Balance reflects the dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's 2010 Omnibus Incentive Plan on March 20, 2013.

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.