#### INTEGRYS ENERGY GROUP, INC.

Form 4

October 22, 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

Estimated average

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**OMB APPROVAL** 

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

may continue.

See Instruction

Check this box

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)

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) (First) (Middle) 200 EAST RANDOLPH STREET	3. Date of Earliest Transaction (Month/Day/Year) 10/21/2014	X Director 10% Owner Selfow) Other (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 Form filed by More than One Reporting Person		
CHICAGO, IL 60601				

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secu	rities Ac	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. Securion(A) or D (D) (Instr. 3,	ispose	d of	Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	Ownership Indirect Form: Beneficial Direct (D) Ownership	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	10/21/2014		M(1)	100	A	\$ 49.4	29,605.6517	D		
Common Stock	10/21/2014		S <u>(1)</u>	100	D	\$ 69.5	29,505.6517	D		
Common Stock							7,371.5809	I	By Employee Stock Ownership Plan	
Common Stock							2,198.606	I	by Stock Investment	

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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)

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)	Deriv Secu Acqu (A) o Disp of (E	vative rities pired or osed o) r. 3, 4,	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Employee Stock Option (Right to buy)	\$ 49.4	10/21/2014		M(1)		100	02/10/2012(2)	02/10/2021	Common Stock	
Employee Stock Option (Right to buy)	\$ 41.58						02/11/2011(2)	02/11/2020	Common Stock	10
Employee Stock Option (Right to buy)	\$ 53.24						02/09/2013(2)	02/09/2022	Common Stock	3
Employee Stock Option (Right to buy)	\$ 56						02/14/2014(2)	02/14/2023	Common Stock	8
Employee Stock Option (Right to Buy)	\$ 55.23						02/13/2015(2)	02/13/2024	Common Stock	7
Performance Rights	\$ 0 (3)						01/01/2016(3)	03/15/2016	Common Stock	3
Performance Rights	\$ 0 (3)						01/01/2017(3)	03/15/2017	Common Stock	2

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Performance Rights	\$ 0 <u>(3)</u>	01/01/2015(3)	03/15/2015	Common Stock	2
Phantom Stock Unit	<u>(4)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	101,2
Restricted Stock Units 2011	<u>(6)</u>	02/10/2012	02/10/2015	Common Stock	2,39
Restricted Stock Units 2012	<u>(6)</u>	02/09/2013	02/09/2016	Common Stock	4,90
Restricted Stock Units 2013	<u>(6)</u>	02/14/2014	02/14/2017	Common Stock	7,04
Restricted Stock Units 2014	<u>(6)</u>	02/13/2015	02/13/2018	Common Stock	8,93

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting owner rune, runess	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 10/22/2014

# **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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 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 (3) 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.

Date

- (4) 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) (5) 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.
- (6) 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.

Reporting Owners 3

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