INTEGRYS ENERGY GROUP, INC.

Form 4

December 03, 2014

FORM 4 IIN

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

OMB APPROVAL

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * VERBANAC DANIEL J			2. Issuer Name and Ticker or Trading Symbol INTEGRYS ENERGY GROUP,	5. Relationship of Reporting Person(s) to Issuer			
			INC. [TEG]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner X Officer (give title Other (specify			
1716 LAWRENCE DRIVE			12/01/2014	below) below) Executive VP - IBS			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
DE PERE, WI 54115				Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			

(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 Code (Instr. 3, 4 and 5) (Month/Day/Year) (A) or			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)			
Common Stock	12/01/2014		Code V M	Amount 13,326	(D)	Price \$ 56	13,895.0742	D		
Common Stock	12/01/2014		S	13,326	D	\$ 73.781 (1)	569.0742	D		
Common Stock	12/02/2014		M	1,122	A	\$ 55.23	1,691.0742	D		
Common Stock	12/02/2014		S	1,122	D	\$ 74.1	569.0742	D		
Common Stock							7,039.577	I	By Employee	

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			Stock Ownership Plan
Common Stock	80	I	By Joint Trust

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)	onDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Employee Stock Option (Right to buy)	\$ 56	12/01/2014		M		13,326	02/14/2014(2)	02/14/2023	Common Stock	
Employee Stock Option (Right to Buy)	\$ 55.23	12/02/2014		M		1,122	02/13/2015(2)	02/13/2024	Common Stock	
Performance Rights	\$ 0 (3)						01/01/2016(3)	03/15/2016	Common Stock	
Performance Rights	\$ 0 (3)						01/01/2017(3)	03/15/2017	Common Stock	
Performance Rights	\$ 0 (3)						01/01/2015(3)	03/15/2015	Common Stock	
Phantom Stock Unit	<u>(4)</u>						(5)	(5)	Common Stock	27
Restricted Stock Units 2011	<u>(6)</u>						02/10/2012	02/10/2015	Common Stock	
Restricted Stock Units	<u>(6)</u>						02/09/2013	02/09/2016	Common Stock	1

2012

Restricted
Stock Units
2013

Restricted
Stock Units
2014

Restricted
Stock Units
2014

Restricted
Stock Units
2014

Common Stock
Stock

Common Stock
Stock
Stock
Stock
Stock
Stock
Stock
Stock
Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

VERBANAC DANIEL J

1716 LAWRENCE DRIVE Executive VP - IBS

DE PERE, WI 54115

Signatures

Dane E. Allen, as Power of Attorney for Mr. 12/03/2014 Verbanac

**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) The weighted average sale price reflects multiple transactions at prices ranging from \$73.75 \$73.81.
- (2) Effective October 24, 2014, the Board of Directors accelerated the vesting of all the outstanding stock options, and all outstanding stock options are now fully vested.
- 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.
- (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. 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.

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