

SCHROCK CHARLES A
Form 4
January 21, 2009

FORM 4

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

OMB APPROVAL

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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 *
SCHROCK CHARLES A

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 E. RANDOLPH DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/16/2009

____ Director
 Officer (give title below) _____ Other (specify below)
President & CEO

CHICAGO, IL 60601

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 01/20/2009 | | P | 1.776 A \$ 42.2393 | 836.07 | I | by Stk Invest Plan |
| Common Stock | | | | | 2,023 | D | |
| Common Stock | | | | | 3,892.1191 | I | By ESOP |

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

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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 and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| Phantom Stock Unit | <u>(1)</u> | 01/16/2009 | | A | 11.6677 | <u>(2)</u> <u>(3)</u> | Common Stock |
| Employee Stock Option (Right to buy) | \$ 34.09 <u>(4)</u> | | | | | 12/13/2002 12/13/2011 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 37.96 <u>(5)</u> | | | | | 12/12/2003 12/12/2012 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 44.73 <u>(6)</u> | | | | | 12/10/2004 12/10/2013 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 48.11 <u>(7)</u> | | | | | 12/08/2005 12/08/2014 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 48.36 <u>(8)</u> | | | | | 02/14/2009 02/14/2018 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 52.73 <u>(9)</u> | | | | | 12/07/2007 12/07/2016 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 54.85 <u>(10)</u> | | | | | 12/07/2006 12/07/2015 | Common Stock |
| Employee Stock Option | \$ 58.65 <u>(11)</u> | | | | | 05/17/2008 05/17/2017 | Common Stock |

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Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.

- (13) Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (14) The final number of shares issued will be based on company performance against an established industry benchmark for the performance period April 1, 2007, to December 31, 2009.
- (15) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (16) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.

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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