

DICKSON STEPHEN P
 Form 4
 January 04, 2013

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 *
DICKSON STEPHEN P

2. Issuer Name and Ticker or Trading Symbol
WISCONSIN ENERGY CORP [WEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
231 WEST MICHIGAN STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President and Controller

MILWAUKEE,, WI 53203

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/02/2013		A		717	A	\$ 0
Common Stock					70,489	D	
					5,403.406 ⁽¹⁾	I	ERSP

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Option (Right to buy)	\$ 37.46	01/02/2013		A	18,470	01/02/2016 ⁽²⁾ 01/02/2023	Common Stock	18,470
Stock Option (Right to buy)	\$ 24.0175 ⁽³⁾					01/02/2011 01/02/2018	Common Stock	33,400
Stock Option (Right to buy)	\$ 21.1075 ⁽⁴⁾					01/02/2012 01/02/2019	Common Stock	28,200
Stock Option (Right to buy)	\$ 24.92 ⁽⁵⁾					01/04/2013 01/04/2020	Common Stock	6,350
Stock Option (Right to buy)	\$ 29.3475 ⁽⁶⁾					01/03/2014 01/03/2021	Common Stock	5,220

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DICKSON STEPHEN P 231 WEST MICHIGAN STREET MILWAUKEE,, WI 53203			Vice President and Controller	

Signatures

/s/ Joshua M. Erickson, as
Attorney-in-Fact
**Signature of Reporting Person

01/04/2013
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).

- Includes shares acquired under Wisconsin Energy Corporation's Employee Retirement Savings Plan (ERSP) in transactions exempt from Section 16(b) pursuant to Rule 16b-3(c) and exempt from reporting pursuant to Rule 16a-3(f)(1)(i)(B). The number of shares in the ERSP attributable to any one participant varies with the price of the Common Stock. The information in this report is based on a plan statement dated as of December 31, 2012.
- (1) Options vest 100% on the date indicated.
 - (2) This option was previously reported as covering 16,700 shares at an exercise price of \$48.035 per share, but was adjusted to reflect the 2-for-1 stock split that occurred on March 1, 2011.
 - (3) This option was previously reported as covering 14,100 shares at an exercise price of \$42.215 per share, but was adjusted to reflect the 2-for-1 stock split that occurred on March 1, 2011.
 - (4) This option was previously reported as covering 3,175 shares at an exercise price of \$49.84 per share, but was adjusted to reflect the 2-for-1 stock split that occurred on March 1, 2011.
 - (5) This option was previously reported as covering 2,610 shares at an exercise price of \$58.695 per share, but was adjusted to reflect the 2-for-1 stock split that occurred on March 1, 2011.
 - (6)

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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