

INTEGRYS ENERGY GROUP, INC.

Form 4

February 18, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
VERBANAC DANIEL J

(Last) (First) (Middle)  
1716 LAWRENCE DRIVE  
(Street)

DE PERE, WI 54115

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INTEGRYS ENERGY GROUP, INC. [TEG]

3. Date of Earliest Transaction (Month/Day/Year)  
02/13/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Pres, Integrys Energy Services

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 1,061.3012  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 6,584.3858  | I  | By Employee 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. 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title Amount  |
| Restricted Stock Units 2014                | ①  | 02/13/2014                           |  | A                              | 1,792   | 02/13/2015 02/13/2018                                    | Common Stock  |
| Performance Rights                         | \$ 0 <sup>(2)</sup>                                    | 02/13/2014                           |  | A                              | 6,123   | 01/01/2017 <sup>(2)</sup> 06/30/2017                     | Common Stock  |
| Employee Stock Option (Right to Buy)       | \$ 55.23   | 02/13/2014                           |  | A                              | 15,315  | 02/13/2015 <sup>(3)</sup> 02/13/2024                     | Common Stock  |
| Employee Stock Option (Right to buy)       | \$ 41.58   |                                      |  |                                |   | 02/11/2011 <sup>(3)</sup> 02/11/2020                     | Common Stock  |
| Employee Stock Option (Right to buy)       | \$ 42.12   |                                      |  |                                |   | 02/12/2010 <sup>(3)</sup> 02/12/2019                     | Common Stock  |
| Employee Stock Option (Right to buy)       | \$ 48.36   |                                      |  |                                |   | 02/14/2009 <sup>(3)</sup> 02/14/2018                     | Common Stock  |
| Employee Stock Option (Right to buy)       | \$ 49.4  |                                      |  |                                |   | 02/10/2012 <sup>(3)</sup> 02/10/2021                     | Common Stock  |
| Employee Stock Option (Right to buy)       | \$ 53.24   |                                      |  |                                |   | 02/09/2013 <sup>(3)</sup> 02/09/2022                     | Common Stock  |



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- (3) The option vests in four equal annual installments beginning on the exercisable 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.

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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