

INTEGRYS ENERGY GROUP, INC.

Form 4

September 09, 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 *
Cloninger Charles A

(Last) (First) (Middle)
700 NORTH ADAMS STREET, P.O. BOX 19001
(Street)

GREEN BAY, WI 54307-9001

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/05/2014

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)
Executive VP, Electric Segment

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 Indirect Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock	09/05/2014		M	1,081 A \$ 41.58	1,146.731	D	
Common Stock	09/05/2014		S	1,081 D \$ 68	65.731 ⁽¹⁾	D	
Common Stock					6,058.0036 ⁽²⁾	I	By Employee Stock Ownership 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. 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 Shares
Employee Stock Option (Right to buy)	\$ 41.58	09/05/2014		M	1,081	02/11/2011 ⁽³⁾ 02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012 ⁽³⁾ 02/10/2021	Common Stock
Employee Stock Option (Right to buy)	\$ 53.24					02/09/2013 ⁽³⁾ 02/09/2022	Common Stock
Employee Stock Option (Right to buy)	\$ 56					02/14/2014 ⁽³⁾ 02/14/2023	Common Stock
Employee Stock Option (Right to Buy)	\$ 55.23					02/13/2015 ⁽³⁾ 02/13/2024	Common Stock
Performance Rights	\$ 0 ⁽⁴⁾					01/01/2015 ⁽⁴⁾ 03/15/2015	Common Stock
Performance Rights	\$ 0 ⁽⁴⁾					01/01/2016 ⁽⁴⁾ 03/15/2016	Common Stock
Performance Rights	\$ 0 ⁽⁴⁾					01/01/2017 ⁽⁴⁾ 03/15/2017	Common Stock
Phantom Stock Unit	⁽⁵⁾					⁽⁶⁾ ⁽⁶⁾	Common Stock 4,6

Restricted Stock Units 2011	(8)	02/10/2012	02/10/2015	Common Stock	20
Restricted Stock Units 2012	(8)	02/09/2013	02/09/2016	Common Stock	42
Restricted Stock Units 2013	(8)	02/14/2014	02/14/2017	Common Stock	64
Restricted Stock Units 2014	(8)	02/13/2015	02/13/2018	Common Stock	81

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cloninger Charles A 700 NORTH ADAMS STREET P.O. BOX 19001 GREEN BAY, WI 54307-9001			Executive VP, Electric Segment	

Signatures

Dane E. Allen, as Power of Attorney for Mr.
Cloninger

09/09/2014

__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) Balance also reflects dividend reinvestment shares purchased on June 20, 2014.
- (2) Balance reflects shares pertaining to the June 20, 2014 dividend and shares allocated on June 30, 2014 under the Company's Employee Stock Ownership Plan.
- (3) The option vests in four equal annual installments beginning on the exercisable date.
- (4) Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals 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.
- (5) These phantom stock units convert to common stock on a one-for-one basis.
- (6) Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both (1) 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.
- (7) Balance reflects dividends paid on phantom stock units and reinvested in additional phantom stock units, under the Company's Deferred Compensation Plan on June 20, 2014.
- (8) 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.

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- (9) Balance reflects the dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's Omnibus Incentive Plans on June 20, 2014.

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