

INTEGRYS ENERGY GROUP, INC.

Form 4

December 19, 2014

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 *
Guc William J

(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)
11/11/2014

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)
Vice President & Treasurer

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 (A) or (D) Price | | | |
| Common Stock | 11/11/2014 | | G | V 150 D \$ 0 | 2,269.1386 | D | |
| Common Stock | 12/17/2014 | | M | 1,812 A \$ 75.68 | 4,081.1386 | D | |
| Common Stock | 12/17/2014 | | F | 634.1999 D \$ 75.68 | 3,446.9387 (1) | D | |
| Common Stock | | | | | 2,957.1176 (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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(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 (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 Number of Shares |
| Performance Rights | \$ 0 ⁽³⁾ | 12/17/2014 | | M | 1,549 | 01/01/2015 ⁽⁴⁾ 03/15/2015 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 49.4 | | | | | 02/10/2012 ⁽⁵⁾ 02/10/2021 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 53.24 | | | | | 02/09/2013 ⁽⁵⁾ 02/09/2022 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 56 | | | | | 02/14/2014 ⁽⁵⁾ 02/14/2023 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 55.23 | | | | | 02/13/2015 ⁽⁵⁾ 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 |
| Phantom Stock Unit | ⁽⁶⁾ | | | | | ⁽⁷⁾ ⁽⁷⁾ | Common Stock 4,7 |

| | | | | | |
|-----------------------------|-----|------------|------------|--------------|----|
| Restricted Stock Units 2011 | (9) | 02/10/2012 | 02/10/2015 | Common Stock | 14 |
| Restricted Stock Units 2012 | (9) | 02/09/2013 | 02/09/2016 | Common Stock | 30 |
| Restricted Stock Units 2013 | (9) | 02/14/2014 | 02/14/2017 | Common Stock | 42 |
| Restricted Stock Units 2014 | (9) | 02/13/2015 | 02/13/2018 | Common Stock | 54 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Guc William J 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001 | | | Vice President & Treasurer | |

Signatures

Dane E. Allen, as Power of Attorney for Mr. Guc 12/19/2014

__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 a quarterly basis.
- (2) Balance reflects shares pertaining to the quarterly dividend and periodic earnings adjustments and share allocations under the Company's Employee Stock Ownership Plan.
- (3) 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.
- (4) Effective October 24, 2014, the Board of Directors approved the acceleration of the distribution of performance stock rights with a performance period ending December 31, 2014, and a portion of the estimated distribution became payable effective December 17, 2014.
- (5) 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.
- (6) These phantom stock units convert to common stock on a one-for-one basis.
- (7) 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.
- (8)

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Balance reflects quarterly dividends paid on phantom stock units and reinvested in additional phantom stock units, under the Company's Deferred Compensation Plan.

- (9) 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.
- (10) Balance reflects quarterly dividends paid on restricted stock units and reinvested in additional restricted stock units, under the Company's Omnibus Incentive Plans.

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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