

SCHROCK CHARLES A
Form 4
January 17, 2012

FORM 4

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

OMB APPROVAL

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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 EAST RANDOLPH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/13/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, 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)
				(A) or (D) Price			
Common Stock					3,236.445	D	
Common Stock					5,740.7446	I	By ESOP
Common Stock					1,557.144	I	by Stk Invest Plan

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

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number.

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>	01/13/2012		A	25.705	<u>(2)</u> <u>(2)</u>	Common Stock
Employee Stock Option (Right to buy)	\$ 41.58 <u>(3)</u>					02/11/2011 02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 42.12 <u>(4)</u>					02/12/2010 02/12/2019	Common Stock
Employee Stock Option (Right to buy)	\$ 44.73 <u>(5)</u>					12/10/2004 12/10/2013	Common Stock
Employee Stock Option (Right to buy)	\$ 48.11 <u>(6)</u>					12/08/2005 12/08/2014	Common Stock
Employee Stock Option (Right to buy)	\$ 48.36 <u>(7)</u>					02/14/2009 02/14/2018	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4 <u>(8)</u>					02/10/2012 02/10/2021	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

The sale was made pursuant to a 10B5-1 plan.

(2) Weighted average sales

price
representing
200 shares
sold ranging
from \$78.16
to \$78.95
per share.
Number of
shares sold
at each
separate
price will be
made
available to
the SEC
staff, the
issuer, or a
security
holder of the
issuer upon
request.

(3) Weighted
average sales
price
representing
800 shares
sold ranging
from \$79.81
to \$80.77
per share.
Number of
shares sold
at each
separate
price will be
made
available to
the SEC
staff, the
issuer, or a
security
holder of the
issuer upon
request.

(4) Weighted
average sales
price
representing
2,700 shares
sold ranging
from \$80.83
to \$81.75
per share.
Number of
shares sold
at each
separate
price will be
made
available to

the SEC
staff, the
issuer, or a
security
holder of the
issuer upon
request.

- (5) Weighted
average sales
price
representing
700 shares
sold ranging
from \$81.92
to \$82.68
per share.
Number of
shares sold
at each
separate
price will be
made
available to
the SEC
staff, the
issuer, or a
security
holder of the
issuer upon
request.

- (6) Weighted
average sales
price
representing
600 shares
sold ranging
from \$82.95
to \$83.22
per share.
Number of
shares sold
at each
separate
price will be
made
available to
the SEC
staff, the
issuer, or a
security
holder of the
issuer upon
request.

- (7) Weighted
average sales
price
representing
400 shares
sold ranging
from \$79.44

to \$80.35
per share.
Number of
shares sold
at each
separate
price will be
made
available to
the SEC
staff, the
issuer, or a
security
holder of the
issuer upon
request.

(8) Weighted
average sales
price
representing
2,500 shares
sold ranging
from \$80.65
to \$81.64
per share.
Number of
shares sold
at each
separate
price will be
made
available to
the SEC
staff, the
issuer, or a
security
holder of the
issuer upon
request.

(9) Weighted
average sales
price
representing
1,300 shares
sold ranging
from \$81.66
to \$82.60
per share.
Number of
shares sold
at each
separate
price will be
made
available to
the SEC
staff, the
issuer, or a
security
holder of the

(10) issuer upon request.
 Weighted average sales price representing 700 shares sold ranging from \$82.66 to \$83.24 per share. Number of shares sold at each separate price will be made available to the SEC staff, the issuer, or a security holder of the issuer upon request.

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	align="center">	(13)		(14)	(14)	Common Stock	1,126.1321	1,126.1321	D
Restricted Stock Units 2009		(13)		(15)	(15)	Common Stock	9,016.8079	9,016.8079	D
Restricted Stock Units 2010		(13)		(16)	(16)	Common Stock	10,276.1701	10,276.1701	D
Restricted Stock Units 2011		(13)		(17)					
Common Stock			(17)				8,409.3906	8,409.3906	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHROCK CHARLES A 130 EAST RANDOLPH STREET CHICAGO, IL 60601	X			Chairman, President & CEO

Signatures

By: Dane E. Allen, as Power of Attorney For: Mr. Schrock

01/17/2012

**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) These phantom stock units convert to common stock on a one-for-one basis.
- (2) Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days following the end of the calendar year in which occurs the participant's retirement or termination of service.
- (3) The option vests in four equal annual installments beginning on February 11, 2011.

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- (4) The option vests in four equal annual installments beginning on February 12, 2010.
- (5) The option vests in four equal annual installments beginning on December 10, 2004.
- (6) The option vests in four equal annual installments beginning on December 8, 2005.
- (7) The option vests in four equal annual installments beginning on February 14, 2009.
- (8) The option vests in four equal annual installments beginning on February 10, 2012.
- (9) The option vests in four equal annual installments beginning on December 7, 2007.
- (10) The option vests in four equal annual installments beginning on December 7, 2006.
- (11) The option vests in four equal annual installments beginning on May 17, 2008.

(12) 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 target award.

- (13) Each restricted stock unit represent a contingent right to receive one share of Company common stock.
- (14) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
- (15) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
- (16) The restricted stock units vest in four equal annual installments beginning on February 11, 2011.
- (17) The restricted stock units vest in four equal annual installments beginning on February 10, 2012.

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