

MIKULSKY PHILLIP M
Form 4
March 11, 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 *
MIKULSKY PHILLIP M

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

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2013

____ Director
 Officer (give title below) _____ Other (specify below)
Exec VP Corp Init & Chf Sec Of

GREEN BAY, WI 54307-9001

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)
			Code	V	Amount or Price		
Common Stock	03/08/2013		S		1,115 D \$ 56.11	700.3383	D
Common Stock	03/08/2013		S		200 D \$ 56.13	500.3383	D
Common Stock	03/08/2013		S		300 D \$ 56.15	200.3383	D
Common Stock	03/08/2013		S		200 D \$ 56.159	0.3383	D
Common Stock						5,744.9654	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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to buy)	\$ 41.58					02/11/2011 ⁽¹⁾	02/11/2020	Common Stock	14,2
Employee Stock Option (Right to buy)	\$ 42.12					02/12/2010 ⁽¹⁾	02/12/2019	Common Stock	6,4
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012 ⁽¹⁾	02/10/2021	Common Stock	16,2
Employee Stock Option (Right to buy)	\$ 53.24					02/09/2013 ⁽¹⁾	02/09/2022	Common Stock	18,0
Employee Stock Option (Right to buy)	\$ 54.85					12/07/2006 ⁽¹⁾	12/07/2015	Common Stock	32,4
Employee Stock Option	\$ 58.65					05/17/2008 ⁽¹⁾	05/17/2017	Common Stock	1,0

(Right to buy)

Employee Stock Option (Right to buy)

\$ 56

02/14/2014⁽¹⁾ 02/14/2023

Common Stock

20,4

Performance Rights

\$ 0 ⁽²⁾

01/01/2016⁽²⁾ 06/30/2016

Common Stock

7,2

Performance Rights

\$ 0 ⁽²⁾

01/01/2014⁽²⁾ 06/30/2014

Common Stock

5,7

Performance Rights

\$ 0 ⁽²⁾

01/01/2015⁽²⁾ 06/30/2015

Common Stock

6,0

Phantom Stock Unit

⁽³⁾

⁽⁴⁾

⁽⁴⁾

Common Stock

32,624

Restricted Stock Units 2010

⁽⁵⁾

02/11/2011 02/11/2014

Common Stock

719.8

Restricted Stock Units 2011

⁽⁵⁾

02/10/2012 02/10/2015

Common Stock

1,171

Restricted Stock Units 2012

⁽⁵⁾

02/09/2013 02/09/2016

Common Stock

1,637

Restricted Stock Units 2013

⁽⁵⁾

02/14/2014 02/14/2017

Common Stock

2,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIKULSKY PHILLIP M 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001			Exec VP Corp Init & Chf Sec Of	

Signatures

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

03/11/2013

 **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) The option vests in four equal annual installments beginning on the exercisable date.

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.

(3) 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) 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.

(5) 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.

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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