RADTKE MARK A

Form 4 May 06, 2013

FORM 4

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

OMB 3235-0287

OMB APPROVAL

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Person

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obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
INTEGRYS ENERGY GROUP, INC. [TEG]	(Check all applicable)		
3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner X Officer (give title Other (specify below)		
05/03/2013	Exec VP Shd Srv & Chf Stg Ofc		
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
	Symbol INTEGRYS ENERGY GROUP, INC. [TEG] 3. Date of Earliest Transaction (Month/Day/Year) 05/03/2013 4. If Amendment, Date Original		

GREEN BAY, WI 54307-9001

(City)	(State)	(Zip) Tab	ole I - Non-	Derivativ	e Secu	ırities Ac	quired, Disposed	of, or Benefic	ially 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. Securion(A) or D (Instr. 3,	ispose	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/03/2013		Code V	Amount 6,948	or (D)	Price \$ 58.65	(Instr. 3 and 4) 28,929.2777	D	
Common Stock	05/03/2013		S	6,948	D	\$ 62.47	21,981.2777	D	
Common Stock							6,285.2129	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)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	Secu Acqu (A) o Disp (D)	urities uired or oosed of r. 3, 4,	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securi
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Employee Stock Option (Right to buy)	\$ 58.65	05/03/2013		M		6,948	05/17/2008(1)	05/17/2017	Common Stock	
Employee Stock Option (Right to buy)	\$ 41.58						02/11/2011(1)	02/11/2020	Common Stock	:
Employee Stock Option (Right to buy)	\$ 42.12						02/12/2010(1)	02/12/2019	Common Stock	1
Employee Stock Option (Right to buy)	\$ 48.36						02/14/2009(1)	02/14/2018	Common Stock	
Employee Stock Option (Right to buy)	\$ 49.4						02/10/2012(1)	02/10/2021	Common Stock	
Employee Stock Option (Right to buy)	\$ 53.24						02/09/2013(1)	02/09/2022	Common Stock	
Employee Stock Option (Right to buy)	\$ 56						02/14/2014(1)	02/14/2023	Common Stock	

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Performance Rights	\$ 0 <u>(2)</u>	01/01/2016(2)	06/30/2016	Common Stock	
Performance Rights	\$ 0 <u>(2)</u>	01/01/2014(2)	06/30/2014	Common Stock	
Performance Rights	\$ 0 <u>(2)</u>	01/01/2015(2)	06/30/2015	Common Stock	
Phantom Stock Unit	<u>(3)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock	27,
Restricted Stock Units 2010	<u>(5)</u>	02/11/2011	02/11/2014	Common Stock	7
Restricted Stock Units 2011	<u>(5)</u>	02/10/2012	02/10/2015	Common Stock	1,1
Restricted Stock Units 2012	<u>(5)</u>	02/09/2013	02/09/2016	Common Stock	1,
Restricted Stock Units 2013	<u>(5)</u>	02/14/2014	02/14/2017	Common Stock	2,0

Reporting Owners

Reporting Owner Name / Address	Kelationships					
	Director	10% Owner	Officer	Other		

RADTKE MARK A 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001

Exec VP Shd Srv & Chf Stg Ofc

Signatures

Dane E. Allen, as Power of Attorney for Mr.
Radtke
05/06/2013

**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 (2) 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.

(4)

Reporting Owners 3

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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.