INTEGRYS ENERGY GROUP, INC.

Form 4 July 16, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** RADTKE MARK A			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			INTEGRYS ENERGY GROUP, INC. [TEG]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner X Officer (give title Other (specify		
700 NORTH ADAMS STREET, P. O. BOX 19001			07/15/2013	below) Exec VP Shd Srv & Chf Stg Ofc		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
GREEN BAY	, WI 54307	-9001	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

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(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Ac	quired, Disposed	of, or Benefici	ally 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 4 and (A) or	d of (D)	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)
Common Stock	07/15/2013		M	3,703	A	\$ 41.58	25,840.6996	D	
Common Stock	07/15/2013		S	3,703	D	\$ 61.58	22,137.6996 (1)	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. Transacti Code (Instr. 8)			(Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Employee Stock Option (Right to buy)	\$ 41.58	07/15/2013		M		3,703	02/11/2011(2)	02/11/2020	Common Stock	
Employee Stock Option (Right to buy)	\$ 42.12						02/12/2010(2)	02/12/2019	Common Stock	2
Employee Stock Option (Right to buy)	\$ 48.36						02/14/2009(2)	02/14/2018	Common Stock	3
Employee Stock Option (Right to buy)	\$ 49.4						02/10/2012(2)	02/10/2021	Common Stock	1
Employee Stock Option (Right to buy)	\$ 53.24						02/09/2013(2)	02/09/2022	Common Stock	1
Employee Stock Option (Right to buy)	\$ 56						02/14/2014(2)	02/14/2023	Common Stock	2
Performance Rights	\$ 0 (3)						01/01/2016(3)	06/30/2016	Common Stock	,
Performance Rights	\$ 0 (3)						01/01/2014(3)	06/30/2014	Common Stock	

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Performance Rights	\$ 0 <u>(3)</u>	01/01/2015(3)	06/30/2015	Common Stock	
Phantom Stock Unit	<u>(4)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	27,
Restricted Stock Units 2010	<u>(7)</u>	02/11/2011	02/11/2014	Common Stock	72
Restricted Stock Units 2011	<u>(7)</u>	02/10/2012	02/10/2015	Common Stock	1,1
Restricted Stock Units 2012	<u>(7)</u>	02/09/2013	02/09/2016	Common Stock	1,6
Restricted Stock Units 2013	<u>(7)</u>	02/14/2014	02/14/2017	Common Stock	2,0

Reporting Owners

Reporting Owner Name / Address						
	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

Relationships

Signatures

Dane E. Allen, as Power of Attorney for Mr.
Radtke
07/16/2013

**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) Balance also reflects dividend reinvestment shares purchased on June 20, 2013.
- (2) 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.
- (4) 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.
- 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, 2013.

Reporting Owners 3

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- 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.
- Balance reflects the dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's 2010 Omnibus Incentive Plan on June 20, 2013.

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.