INTEGRYS ENERGY GROUP, INC.

Form 4

February 12, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Caro Jodi J			2. Issuer Name Symbol	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			INTEGRYS INC. [TEG]	ENERGY GROUP,	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earlie		Director 10% Owner X_ Officer (give title Other (specify			
130 EAST RANDOLPH STREET			(Month/Day/Ye	ar)	below) below)			
			02/10/2014		VP - Genl Counsel & Secy			
(Street)			4. If Amendmen	t, 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			
CHICAGO, IL 60601					Person			
(City)	(State)	(Zip)	Table I - N	on-Derivative Securities Acq	quired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction D	ate 2A. Deeme	ed 3.	4. Securities Acquired (A)	5. Amount of 6. 7. Nature			

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative S	ecurit	ies Acqui	red, Disposed of	, or Beneficia	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. Securities or Disposed (Instr. 3, 4 and	of (D)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	02/10/2014		M	127.9545	A	\$ 53.66	4,256.9328	D	
Common Stock	02/10/2014		F	48.1748	D	\$ 53.66	4,208.758	D	
Common Stock							1,868.0555	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 $(e.g., \, {\rm puts}, \, {\rm calls}, \, {\rm warrants}, \, {\rm options}, \, {\rm convertible} \, {\rm securities})$

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. Transactio Code (Instr. 8)	orDeriv Secu Acqu Dispe		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying St (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units 2011	(1)	02/10/2014		M		127.9545	02/10/2012	02/10/2015	Common Stock
Employee Stock Option (Right to buy)	\$ 41.58						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
Employee Stock Option (Right to buy)	\$ 48.36						02/14/2009(2)	02/14/2018	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4						02/10/2012(2)	02/10/2021	Common Stock
Employee Stock Option (Right to buy)	\$ 53.24						02/09/2013(2)	02/09/2022	Common Stock
Employee Stock Option (Right to buy)	\$ 56						02/14/2014(2)	02/14/2023	Common Stock
Performance Rights	\$ 0 (3)						01/01/2016(3)	06/30/2016	Common Stock

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Performance Rights	\$ 0 <u>(3)</u>	01/01/2014(3)	06/30/2014	Common Stock
Performance Rights	\$ 0 <u>(3)</u>	01/01/2015(3)	06/30/2015	Common Stock
Restricted Stock Units 2010	<u>(1)</u>	02/11/2011	02/11/2014	Common Stock
Restricted Stock Units 2012	(1)	02/09/2013	02/09/2016	Common Stock
Restricted Stock Units 2013	<u>(1)</u>	02/14/2014	02/14/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Director 10% Owner Officer Other

Caro Jodi J

130 EAST RANDOLPH STREET VP - Genl Counsel & Secy

CHICAGO, IL 60601

Signatures

Dane E. Allen, as Power of Attorney for Ms.
Caro

02/12/2014

**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) 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.
- (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.

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.

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