

INTEGRYS ENERGY GROUP, INC.

Form 4

February 18, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**KALLAS LINDA 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)  
**130 EAST RANDOLPH STREET**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/14/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Vice President & Controller**

**CHICAGO, IL 60601**

(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
				Code V	Amount	Price	
Common Stock	02/14/2014			M	149.0378	\$ 55.69	8,003.2464 D
Common Stock	02/14/2014			F	56.1129	\$ 55.69	7,947.1335 D
Common Stock							1,888.3647 I By Employee Stock Ownership Plan
Common Stock							179.4544 I By PE Employee Stock

Common Stock	510.9897	I	Ownership Plan  By PE Capital Accumulation Plan
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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 A Underlying S (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units 2013	<u>(1)</u>	02/14/2014		M	149.0378	02/14/2014	02/14/2017	Common Stock
Employee Stock Option (Right to buy)	\$ 41.58					02/11/2011 <sup>(2)</sup>	02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 42.12					02/12/2010 <sup>(2)</sup>	02/12/2019	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012 <sup>(2)</sup>	02/10/2021	Common Stock
Employee Stock Option (Right to buy)	\$ 53.24					02/09/2013 <sup>(2)</sup>	02/09/2022	Common Stock
Employee Stock Option (Right to buy)	\$ 58.65					05/17/2008 <sup>(2)</sup>	05/17/2017	Common Stock



## Edgar Filing: INTEGRYS ENERGY GROUP, INC. - Form 4

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.