### INTEGRYS ENERGY GROUP, INC.

Form 4

December 02, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

0.5

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Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

INTEGRYS ENERGY GROUP,

30(h) of the Investment Company Act of 1940

1(b).

(Last)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

KOEPPEL HOLLY K

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 11/28/2014

INC. [TEG]

Symbol

(Street)

200 EAST RANDOLPH STREET

4. If Amendment, Date Original

Filed(Month/Day/Year)

below)

Issuer

6. Individual or Joint/Group Filing(Check Applicable Line)

5. Relationship of Reporting Person(s) to

(Check all applicable)

X\_ Director

Officer (give title

\_X\_ 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

CHICAGO, IL 60601

(City) (State)

(Month/Day/Year)

2. Transaction Date 2A. Deemed 3.

(Month/Day/Year)

Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

10% Owner Other (specify

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of TransactionDerivative Derivative (Month/Day/Year) Execution Date, if **Expiration Date Underlying Securities** Conversion Code Securities (Month/Day/Year) (Instr. 3 and 4) Security or Exercise any

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

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	D	Acquired (A Disposed of Instr. 3, 4, 5)	f (D)				
				Code '	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Unit	<u>(1)</u>	11/28/2014		A	۷	45.7623		(2)	(2)	Common Stock	45.7623
Deferred Stock Unit	(3)							<u>(4)</u>	<u>(4)</u>	Common Stock	4,289.7451

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KOEPPEL HOLLY K 200 EAST RANDOLPH STREET	X						
CHICAGO, IL 60601	Λ						

# **Signatures**

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

12/02/2014

\*\*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) 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)
- (2) 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.
- (3) These deferred stock units convert to common stock on a one-for-one basis.
- Beginning in 2013, the deferred stock units have a one year vesting schedule. Upon retirement or termination of service, distribution of deferred 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.

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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