

SCHROCK CHARLES A
Form 4
January 21, 2009

FORM 4

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

OMB APPROVAL

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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 *
SCHROCK CHARLES A

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 E. RANDOLPH DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/16/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & CEO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	01/20/2009		P		1.776	A	\$ 42.2393
Common Stock					836.07	I	by Stk Invest Plan
Common Stock					2,023	D	
Common Stock					3,892.1191	I	By ESOP

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

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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 Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Phantom Stock Unit	<u>(1)</u>	01/16/2009		A	11.6677	<u>(2)</u> <u>(3)</u>	Common Stock
Employee Stock Option (Right to buy)	\$ 34.09 <u>(4)</u>					12/13/2002 12/13/2011	Common Stock
Employee Stock Option (Right to buy)	\$ 37.96 <u>(5)</u>					12/12/2003 12/12/2012	Common Stock
Employee Stock Option (Right to buy)	\$ 44.73 <u>(6)</u>					12/10/2004 12/10/2013	Common Stock
Employee Stock Option (Right to buy)	\$ 48.11 <u>(7)</u>					12/08/2005 12/08/2014	Common Stock
Employee Stock Option (Right to buy)	\$ 48.36 <u>(8)</u>					02/14/2009 02/14/2018	Common Stock
Employee Stock Option (Right to buy)	\$ 52.73 <u>(9)</u>					12/07/2007 12/07/2016	Common Stock
Employee Stock Option (Right to buy)	\$ 54.85 <u>(10)</u>					12/07/2006 12/07/2015	Common Stock
Employee Stock Option	\$ 58.65 <u>(11)</u>					05/17/2008 05/17/2017	Common Stock

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Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.

- (13) Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (14) The final number of shares issued will be based on company performance against an established industry benchmark for the performance period April 1, 2007, to December 31, 2009.
- (15) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (16) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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