RADTKE MARK A

Form 4

December 09, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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 See Instruction

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) 700 NORTH ADAMS STREET, P.O. BOX 19001	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2010	Director 10% Owner Norticer (give title Other (specify below) below) Exec VP and Chief Strategy Off		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
GREEN RAY WI 54307-9001		Form filed by More than One Reporting		

GREEN BAY, WI 54307-9001

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securit	ties Acqu	ired, Disposed of	, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securitie ord Disposed (Instr. 3, 4	d of (Ľ))	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	12/07/2010		F	113.594	D	\$ 48.48	3,471.76 <u>(1)</u>	D	
Common Stock							4,946.636	I	By ESOP
Common Stock							4,652	I	by Jt Trust w/Spouse

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

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Person

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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 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. Transactic Code (Instr. 8)	5. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Employee Stock Option (Right to buy)	\$ 41.58 (2)					02/11/2011	02/11/2020	Common Stock	27,
Employee Stock Option (Right to buy)	\$ 42.12 (3)					02/12/2010	02/12/2019	Common Stock	25,
Employee Stock Option (Right to buy)	\$ 44.73 (4)					12/10/2004	12/10/2013	Common Stock	18,
Employee Stock Option (Right to buy)	\$ 48.11 (5)					12/08/2005	12/08/2014	Common Stock	21,
Employee Stock Option (Right to buy)	\$ 48.36 (6)					02/14/2009	02/14/2018	Common Stock	30,
Employee Stock Option (Right to buy)	\$ 52.73 (7)					12/07/2007	12/07/2016	Common Stock	21,
Employee Stock Option (Right to buy)	\$ 54.85 (8)					12/07/2006	12/07/2015	Common Stock	23,
						05/17/2008	05/17/2017		6,9

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Employee Stock Option (Right to	\$ 58.65 (9)			Common Stock	
buy) Performance Rights	\$ O (10)	01/01/2011(11)	06/30/2011	Common Stock	5,
Performance Rights	\$ 0 <u>(10)</u>	01/01/2012(11)	06/30/2012	Common Stock	6,
Performance Rights	\$ 0 <u>(10)</u>	01/01/2013(11)	06/30/2013	Common Stock	7,
Phantom Stock Unit	(12)	(13)	(14)	Common Stock	23,79
Restricted Stock Units 2008	(15)	<u>(16)</u>	(16)	Common Stock	1,19
Restricted Stock Units 2009	(15)	<u>(17)</u>	(17)	Common Stock	1,70
Restricted Stock Units 2010	(15)	<u>(18)</u>	(18)	Common Stock	2,51

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RADTKE MARK A			E 170 1				
700 NORTH ADAMS STREET			Exec VP and				
P.O. BOX 19001			Chief				
GREEN BAY, WI 54307-9001			Strategy Off				

Signatures

By: Dane E. Allen, as Power of Attorney For: Mr.
Radtke
12/09/2010

**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).
- Reflects the withholding of shares to satisfy tax payment for vested shares of Restricted Stock Awards under the Company's 2005

 (1) Omnibus Incentive Compensation Plan. Under the terms of the plan, the fair market value of any fractional share of Common Stock not used to satisfy the withholding obligation will be paid in cash at the time the RSA's are settled.
- (2) The option vests in four equal annual installments beginning on February 11, 2011.
- (3) The option vests in four equal annual installments beginning on February 12, 2010.

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- (4) The option vests in four equal annual installments beginning on December 10, 2004.
- (5) The option vests in four equal annual installments beginning on December 8, 2005.
- (6) The option vests in four equal annual installments beginning on February 14, 2009.
- (7) The option vests in four equal annual installments beginning on December 7, 2007.
- (8) The option vests in four equal annual installments beginning on December 7, 2006.
- (9) The option vests in four equal annual installments beginning on May 17, 2008.
- (10) 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.
- (11) 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.
- (12) These phantom stock units convert to common stock on a one-for-one basis.
- Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days following the end of the calendar year in which occurs the participant's retirement or termination of service.
- Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days following the end of the calendar year in which occurs the participant's retirement or termination of service.
- (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.
- (17) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
- (18) The restricted stock units vest in four equal annual installments beginning on February 11, 2011.

Remarks:

Table I, Line II reflects shares pertaining to the September 20, 2010 dividend in the Company's ESOP. Table 2 reflects divide 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.