WOLF BARTH J

Form 4

December 09, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

WOLF BARTH J

INTEGRYS ENERGY GROUP,

(Check all applicable)

INC. [TEG]

(Last)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title _ Other (specify

VP-Chief Legal Officer & Secy

(Month/Day/Year) 12/07/2010

below) below)

700 NORTH ADAMS STREET, P.O. BOX 19001

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

GREEN BAY, WI 54307-9001

(City) (State)

(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct (Month/Day/Year) (Instr. 8) Owned (D) or Indirect (I) Following Reported (Instr. 4) (A)

Transaction(s) (Instr. 3 and 4)

or Code V (D) Price Amount

F 27.702 D

1,263.665 (1) D

Common 12/07/2010 Stock

48.48

Common Stock

1,178.1289 I

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

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SEC 1474 (9-02)

By ESOP

7. Nature of

Indirect

Beneficial

(Instr. 4)

Ownership

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)	*		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				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	19,	
Employee Stock Option (Right to buy)	\$ 42.12 (<u>3)</u>					02/12/2010	02/12/2019	Common Stock	15,9	
Employee Stock Option (Right to buy)	\$ 48.11 (4)					12/08/2005	12/08/2014	Common Stock	5,1	
Employee Stock Option (Right to buy)	\$ 48.36 (5)					02/14/2009	02/14/2018	Common Stock	14,0	
Employee Stock Option (Right to buy)	\$ 52.73 (6)					12/07/2007	12/07/2016	Common Stock	6,7	
Employee Stock Option (Right to buy)	\$ 54.85 (7)					12/07/2006	12/07/2015	Common Stock	6,4	
Employee Stock Option (Right to buy)	\$ 58.65 (8)					05/17/2008	05/17/2017	Common Stock	2,9	
Performance Rights	\$ 0 (9)					01/01/2011(10)	06/30/2011	Common Stock	2,6	
Performance	\$ 0 (9)					01/01/2012(10)	06/30/2012	Common	3,7	

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Rights				Stock	
Performance Rights	\$ 0 <u>(9)</u>	01/01/2013(10)	06/30/2013	Common Stock	5,4
Phantom Stock Unit	(11)	(12)	(13)	Common Stock	9,428
Restricted Stock Units 2008	<u>(14)</u>	<u>(15)</u>	<u>(15)</u>	Common Stock	862.
Restricted Stock Units 2009	<u>(14)</u>	<u>(16)</u>	(16)	Common Stock	1,070
Restricted Stock Units 2010	<u>(14)</u>	<u>(17)</u>	(17)	Common Stock	1,788

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

WOLF BARTH J 700 NORTH ADAMS STREET P.O. BOX 19001 GREEN BAY, WI 54307-9001

VP-Chief Legal Officer & Secy

Signatures

By: Dane E. Allen, as Power of Attorney For: Mr. Wolf

**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.
- (4) The option vests in four equal annual installments beginning on December 8, 2005.
- (5) The option vests in four equal annual installments beginning on February 14, 2009.
- (6) The option vests in four equal annual installments beginning on December 7, 2007.
- (7) The option vests in four equal annual installments beginning on December 7, 2006.
- (8) The option vests in four equal annual installments beginning on May 17, 2008.
- (9) 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.

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- (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) 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.
- (14) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (15) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
- (16) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
- (17) 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.