WOLF BARTH J Form 4 May 19, 2011

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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 * **WOLF BARTH J**

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

INTEGRYS ENERGY GROUP,

(Check all applicable)

INC. [TEG]

(Last)

(City)

Stock

3. Date of Earliest Transaction

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

(Middle)

(Zip)

(Month/Day/Year) 05/17/2011

VP-Chief Legal Officer & Secy

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

below)

GREEN BAY, WI 54307-9001

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if		4. Securities Acor(A) or Disposed	d of (D)	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and	5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	(D) or	Ownership
						Following	Indirect (I)	(Instr. 4)
				(4)		Reported	(Instr. 4)	
				(A)		Transaction(s)		
			Code V	or Amount (D)	Price	(Instr. 3 and 4)		
Common Stock	05/17/2011		F	$\frac{20.625}{(1)}$ D	\$ 53.61	3,933.116	D	
Common						1 420 0222	т	D ECOD

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.

1,429.9332

By ESOP

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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)			7. Title and J. 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	19,9
Employee Stock Option (Right to buy)	\$ 42.12 (3)					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)	\$ 49.4 <u>(6)</u>					02/10/2012	02/10/2021	Common Stock	12,
Employee Stock Option (Right to buy)	\$ 52.73 (7)					12/07/2007	12/07/2016	Common Stock	6,7
Employee Stock Option (Right to buy)	\$ 54.85 (8)					12/07/2006	12/07/2015	Common Stock	6,4
Employee Stock Option (Right to buy)	\$ 58.65 (9)					05/17/2008	05/17/2017	Common Stock	2,9

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Performance Rights	\$ 0 <u>(10)</u>	01/01/2012(11)	06/30/2012	Common Stock	3,7
Performance Rights	\$ O (10)	01/01/2013(11)	06/30/2013	Common Stock	5,4
Performance Rights	\$ 0 <u>(10)</u>	01/01/2014(10)	06/30/2014	Common Stock	4,4
Phantom Stock Unit	(12)	<u>(13)</u>	(14)	Common Stock	9,689
Restricted Stock Units 2008	<u>(15)</u>	<u>(16)</u>	(16)	Common Stock	886.
Restricted Stock Units 2009	<u>(15)</u>	<u>(17)</u>	<u>(17)</u>	Common Stock	732
Restricted Stock Units 2010	<u>(15)</u>	<u>(18)</u>	<u>(18)</u>	Common Stock	1,377
Restricted Stock Units 2011	(15)	<u>(19)</u>	<u>(19)</u>	Common Stock	1,673

Reporting Owners

Reporting Owner Name / Address	Relationships				
	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 a Restricted Stock Award (RSA) granted under the Company's 2007 Omnibus Incentive Compensation Plan. Under the terms of the plan, the fair market value of any fractional shares of Common Stock not used to satisfy the withholding obligation will be paid in cash at the time the RSA is 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.

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- (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 February 10, 2012.
- (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.
- 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 target award.
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- (12) These phantom stock units convert to common stock on a one-for-one basis.
- (13) 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 Company 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.
- (19) The restricted stock units vest in four equal annual installments beginning on February 10, 2012.

Remarks:

Table I, Line I reflects dividends paid on a Restricted Stock Award and reinvested in additional Restricted Stock. Table I, Line 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.