#### **BRODSKY WILLIAM J**

Form 4 March 06, 2012

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

Washington, D.C. 20549

OMB Number:

**OMB APPROVAL** 

3235-0287

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if no longer subject to Section 16. Form 4 or Form 5

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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).

(City)

(State)

(Zip)

(Print or Type Responses)

| 1. Name and Address of Reporting Person * BRODSKY WILLIAM J |           |                | 2. Issuer Name and Ticker or Trading<br>Symbol<br>INTEGRYS ENERGY GROUP,<br>INC. [TEG] | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)                                                             |  |  |
|-------------------------------------------------------------|-----------|----------------|----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|--|--|
| (Last) 130 EAST RA                                          | (First) ( | (Middle)  REET | 3. Date of Earliest Transaction (Month/Day/Year) 03/05/2012                            | _X_ Director 10% Owner Officer (give title below) Other (specify below)                                                                 |  |  |
|                                                             | (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 Form filed by More than One Reporting |  |  |
| CHICAGO, IL 60601                                           |           |                |                                                                                        | Person                                                                                                                                  |  |  |

|                                      |                                                                        | 1 401            | c 1-1001-Derivative Securities Acquired, Disposed of, of Beneficiary Owned |                                                                     |           |             |                                                  |                                        |                                  |
|--------------------------------------|------------------------------------------------------------------------|------------------|----------------------------------------------------------------------------|---------------------------------------------------------------------|-----------|-------------|--------------------------------------------------|----------------------------------------|----------------------------------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any |                  | 3.<br>Transactio                                                           | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) |           |             | 5. Amount of Securities Beneficially             | 6. Ownership<br>Form: Direct<br>(D) or | 7. Nature of Indirect Beneficial |
| , ,                                  |                                                                        | (Month/Day/Year) | (Instr. 8)                                                                 |                                                                     | (A)<br>or |             | Owned<br>Following<br>Reported<br>Transaction(s) | Indirect (I)<br>(Instr. 4)             | Ownership (Instr. 4)             |
|                                      |                                                                        |                  | Code V                                                                     | Amount                                                              |           | Price       | (Instr. 3 and 4)                                 |                                        |                                  |
| Common<br>Stock                      | 03/05/2012                                                             |                  | S                                                                          | 782                                                                 | D         | \$<br>52.22 | 5,008.175                                        | D                                      |                                  |
| Common<br>Stock                      | 03/05/2012                                                             |                  | S                                                                          | 680                                                                 | D         | \$<br>52.23 | 4,328.175                                        | D                                      |                                  |
| Common<br>Stock                      | 03/05/2012                                                             |                  | S                                                                          | 600                                                                 | D         | \$<br>52.24 | 3,728.175                                        | D                                      |                                  |

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

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

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#### number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. DiNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | ate                | 7. Title and A Underlying S (Instr. 3 and | Securities                       | 8. Pr<br>Deriv<br>Secu<br>(Inst |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|----------------------------------------|-------------------------------------------------------------------------------------------|---------------------|--------------------|-------------------------------------------|----------------------------------|---------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code V                                 | (A) (D)                                                                                   | Date<br>Exercisable | Expiration<br>Date | Title                                     | Amount or<br>Number of<br>Shares |                                 |
| Deferred<br>Stock<br>Unit                           | <u>(1)</u>                                                            |                                         |                                                             |                                        |                                                                                           | (2)                 | (2)                | Common<br>Stock                           | 9,615.2286                       |                                 |
| Phantom<br>Stock<br>Unit                            | (3)                                                                   |                                         |                                                             |                                        |                                                                                           | (2)                 | (2)                | Common<br>Stock                           | 19,683.288                       |                                 |

### **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| •                              | Director      | 10% Owner | Officer | Other |  |  |  |
| BRODSKY WILLIAM J              |               |           |         |       |  |  |  |
| 130 EAST RANDOLPH STREET       | X             |           |         |       |  |  |  |
| CHICAGO, IL 60601              |               |           |         |       |  |  |  |

## **Signatures**

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

Brodsky

03/06/2012

\*\*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 deferred stock units convert to common stock on a one-for-one basis.
- (2) 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.
- (3) These phantom stock units convert to common stock on a one-for-one basis.

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.

Reporting Owners 2