MIKULSKY PHILLIP M

Form 4

March 23, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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OMB APPROVAL

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MIKULSKY PHILLIP M Issuer Symbol INTEGRYS ENERGY GROUP, (Check all applicable) INC. [TEG] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) 700 NORTH ADAMS 03/21/2012 Exec VP-Bus Perf and Shared Sv STREET, P.O. BOX 19001 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting GREEN BAY, WI 54307-9001 (City) (State)

(City)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial					ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	eemed 3. 4. Securities tion Date, if TransactionAcquired (A) or Code Disposed of (D) h/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or		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			Code V	Amount (D) Price	76.2724	D	
Common Stock					10,596.5775	I	By ESOP
Common Stock					0	I	by Stk Invest Plan

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

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displays a currently valid OMB control number.

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

į	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)	Code		nDeri Acqı Disp	umber of vative Securities uired (A) or oosed of (D) r. 3, 4, and 5)	6. Date Exercisabl Expiration Date (Month/Day/Year)		7. Title a Underlyi (Instr. 3 a
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
	Phantom Stock Unit	<u>(1)</u>	03/21/2012		I	·	(11)	11,834.4467	(2)	(2)	Comm Stock
	Employee Stock Option (Right to buy)	\$ 41.58 (<u>3)</u>							02/11/2011	02/11/2020	Comm Stock
	Employee Stock Option (Right to buy)	\$ 42.12 (<u>4)</u>							02/12/2010	02/12/2019	Comm Stock
i	Employee Stock Option (Right to buy)	\$ 48.36 (5)							02/14/2009	02/14/2018	Comm Stock
i	Employee Stock Option (Right to buy)	\$ 49.4 <u>(6)</u>							02/10/2012	02/10/2021	Comm Stock
i	Employee Stock Option (Right to buy)	\$ 52.73 (7)							12/07/2007	12/07/2016	Comm Stock
i	Employee Stock Option (Right to buy)	\$ 53.24 (8)							02/09/2013	02/09/2022	Comm Stock
i	Employee Stock Option (Right to buy)	\$ 54.85 (9)							12/07/2006	12/07/2015	Comm Stock
	Employee Stock Option (Right to	\$ 58.65 (10)							05/17/2008	05/17/2017	Comm Stock

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buy)				
Performance Rights	\$ O (11)	01/01/2013(11)	06/30/2013	Comm Stock
Performance Rights	\$ O (11)	01/01/2014(11)	06/30/2014	Comm Stock
Performance Rights	\$ O (11)	01/01/2015(11)	06/30/2015	Comm Stock
Restricted Stock Units 2008	<u>(12)</u>	(13)	(13)	Comm
Restricted Stock Units 2009	<u>(12)</u>	(14)	(14)	Comm Stock
Restricted Stock Units 2010	<u>(12)</u>	<u>(15)</u>	(15)	Comm Stock
Restricted Stock Units 2011	<u>(12)</u>	<u>(16)</u>	(16)	Comm Stock
Restricted Stock Units 2012	<u>(12)</u>	<u>(17)</u>	<u>(17)</u>	Comm Stock

Reporting Owners

Reporting Owner Name / Address	retationships				
	Director	10% Owner	Officer	Other	

MIKULSKY PHILLIP M 700 NORTH ADAMS STREET P.O. BOX 19001 GREEN BAY, WI 54307-9001

Exec VP-Bus Perf and Shared Sv

Deletionship

Signatures

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

03/23/2012

**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 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.
- (3) The option vests in four equal annual installments beginning on February 11, 2011.

Reporting Owners 3

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- (4) The option vests in four equal annual installments beginning on February 12, 2010.
- (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 February 9, 2013.
- (9) The option vests in four equal annual installments beginning on December 7, 2006.
- (10) 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.
- (11) 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.
- (12) Each restricted stock unit represent a contingent right to receive one share of Company common stock.
- (13) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
- (14) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
- (15) The restricted stock units vest in four equal annual installments beginning on February 11, 2011.
- (16) The restricted stock units vest in four equal annual installments beginning on February 10, 2012.
- (17) The restricted stock units vest in four equal annual installments beginning on February 9, 2013.

Remarks:

Table II reflects dividends paid on Phantom Stock Units and reinvested in additional Phantom Stock Units, under the Compan 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.