

Schott James F.
Form 4
May 02, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Schott James F.

2. Issuer Name and Ticker or Trading Symbol
INTEGRYS ENERGY GROUP, INC. [TEG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP - External Affairs

700 NORTH ADAMS STREET, P. O. BOX 19001

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/01/2012		M		1,300	A	\$ 44.73
Common Stock	05/01/2012		S		1,300	D	\$ 55
Common Stock	05/01/2012		S		300	D	\$ 55
Common Stock					2,205.9328	I	
							By Employee Stock Ownership

Common Stock	530.2789	I	Plan By Spouse
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount of Shares
Employee Stock Option (Right to buy)	\$ 44.73	05/01/2012		M	1,300	12/10/2004 ⁽¹⁾ 12/10/2013	Common Stock	1
Employee Stock Option (Right to buy)	\$ 41.58					02/11/2011 ⁽¹⁾ 02/11/2020	Common Stock	4
Employee Stock Option (Right to buy)	\$ 42.12					02/12/2010 ⁽¹⁾ 02/12/2019	Common Stock	5
Employee Stock Option (Right to buy)	\$ 48.11					12/08/2005 ⁽¹⁾ 12/08/2014	Common Stock	3
Employee Stock Option (Right to buy)	\$ 48.36					02/14/2009 ⁽¹⁾ 02/14/2018	Common Stock	6
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012 ⁽¹⁾ 02/10/2021	Common Stock	6

buy)

Employee Stock Option (Right to buy)	\$ 52.73	12/07/2007 ⁽¹⁾	12/07/2016	Common Stock	5
Employee Stock Option (Right to buy)	\$ 53.24	02/09/2013 ⁽¹⁾	02/09/2022	Common Stock	6
Employee Stock Option (Right to buy)	\$ 54.85	12/07/2006 ⁽¹⁾	12/07/2015	Common Stock	5
Employee Stock Option (Right to buy)	\$ 58.65	05/17/2008 ⁽¹⁾	05/17/2017	Common Stock	1
Performance Rights	\$ 0 ⁽²⁾	01/01/2013 ⁽²⁾	06/30/2013	Common Stock	1
Performance Rights	\$ 0 ⁽²⁾	01/01/2014 ⁽²⁾	06/30/2014	Common Stock	2
Performance Rights	\$ 0 ⁽²⁾	01/01/2015 ⁽²⁾	06/30/2015	Common Stock	2
Phantom Stock Unit	⁽³⁾	⁽⁴⁾	⁽⁴⁾	Common Stock	4,3
Restricted Stock Units 2009	⁽⁵⁾	02/12/2010	02/12/2013	Common Stock	13
Restricted Stock Units 2010	⁽⁵⁾	02/11/2011	02/11/2014	Common Stock	24
Restricted Stock Units 2011	⁽⁵⁾	02/10/2012	02/10/2015	Common Stock	65
Restricted Stock Units 2012	⁽⁵⁾	02/09/2013	02/09/2016	Common Stock	80

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Schott James F.
700 NORTH ADAMS STREET
P. O. BOX 19001
GREEN BAY, WI 54307-9001

VP -
External
Affairs

Signatures

Dane E. Allen, as Power of Attorney for Mr.
Schott

05/02/2012

__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) The option vests in four equal annual installments beginning on the exercisable date.
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.
 - (2) These phantom stock units convert to common stock on a one-for-one basis.
 - (3) 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.
 - (4) Each restricted stock unit represent a contingent right to receive one share of Company common stock. The restricted stock units vest in four equal annual installments beginning on the exercisable date.

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.