Laakso William D Form 4 February 12, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287 January 31,

0.5

Expires:

2005 Estimated average

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Laakso William D

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

INTEGRYS ENERGY GROUP,

(Check all applicable)

INC. [TEG]

3. Date of Earliest Transaction

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

(Month/Day/Year) 02/09/2013

Filed(Month/Day/Year)

below)

VP - HR & Corp Comms

700 NORTH ADAMS STREET, P. O. BOX 19001

(First)

(Street)

(Middle)

4. If Amendment, Date Original

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

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

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)	Code (Instr. 8)	4. Securities or Disposed (Instr. 3, 4 and	of (D) nd 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	02/09/2013		Code V M	Amount 216.542	(D)	Price \$ 55.74	1,920.2998	D	
Common Stock	02/09/2013		F	87.4831	D	\$ 55.74	1,832.8167	D	
Common Stock	02/10/2013		M	232.7312	A	\$ 55.74	2,065.5479	D	
Common Stock	02/10/2013		F	94.0233	D	\$ 55.74	1,971.5246 (1)	D	
Common Stock							1,762.7373 (2)	I	By Employee

Stock Ownership Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying So (Instr. 3 and 4	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units 2012	<u>(3)</u>	02/09/2013		M		216.542	02/09/2013	02/09/2016	Common Stock
Restricted Stock Units 2011	(3)	02/10/2013		M		232.7312	02/10/2012	02/10/2015	Common Stock
Employee Stock Option (Right to buy)	\$ 42.12						02/12/2010(5)	02/12/2019	Common Stock
Employee Stock Option (Right to buy)	\$ 41.58						02/11/2011(5)	02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4						02/10/2012(5)	02/10/2021	Common Stock
Employee Stock Option (Right to buy)	\$ 53.24						02/09/2013(5)	02/09/2022	Common Stock
Performance Rights	\$ 0 (6)						01/01/2013(6)	06/30/2013	Common Stock

Edgar Filing: Laakso William D - Form 4

Performance Rights	\$ 0 <u>(6)</u>	01/01/2014(6)	06/30/2014	Common Stock
Performance Rights	\$ 0 <u>(6)</u>	01/01/2015(6)	06/30/2015	Common Stock
Phantom Stock Unit	<u>(7)</u>	(8)	(8)	Common Stock
Restricted Stock Units 2009	(3)	02/12/2010	02/12/2013	Common Stock
Restricted Stock Units 2010	(3)	02/11/2011	02/11/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Laakso William D 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001

VP - HR & Corp Comms

Signatures

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

02/12/2013

**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) Balance reflects dividend reinvestment shares purchased on March 20, June 20, September 20 and December 20, 2012.
- Balance reflects shares pertaining to the March 20, June 20, September 20 and December 20, 2012 dividend and shares allocated on March 30, June 29, September 28, 2012 in the Company's Employee Stock Ownership Plan.
- (3) 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.
- (4) Balance also reflects the dividend paid on Restricted Stock Units and reinvested in additional Restricted Stock Units, under the Company's 2010 Omnibus Incentive Plan on March 20, June 20, September 20 and December 20, 2012.
- (5) 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.
- (7) These phantom stock units convert to common stock on a one-for-one basis.
- Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both (1)
- (8) following the calendar year in which service terminates with the Company, and (2) at least six months following termination, or later if the participant selected a later date.

Reporting Owners 3

Edgar Filing: Laakso William D - Form 4

- (9) Balance reflects dividends paid on phantom stock units and reinvested in additional phantom stock units, under the Company's Deferred Compensation Plan on March 20, June 20, September 20 and December 20, 2012.
- (10) Balance reflects the dividend paid on Restricted Stock Units and reinvested in additional Restricted Stock Units, under the Company's 2010 Omnibus Incentive Plan on March 20, June 20, September 20 and December 20, 2012.

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.