

INTEGRYS ENERGY GROUP, INC.

Form 4

February 13, 2014

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 *
Guc William J

(Last) (First) (Middle)

700 NORTH ADAMS STREET, P. O. BOX 19001

(Street)

GREEN BAY, WI 54307-9001

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock					2,295.2677	D	
Common Stock					2,643.2667	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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Underlying Instrument (Instr. 7)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units 2010	<u>(1)</u>	02/11/2014		M	600.5251	02/11/2011	02/11/2014	Common Stock
Phantom Stock Unit	<u>(2)</u>	02/11/2014		M	600.5251	<u>(3)</u>	<u>(3)</u>	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012 ⁽⁴⁾	02/10/2021	Common Stock
Employee Stock Option (Right to buy)	\$ 53.24					02/09/2013 ⁽⁴⁾	02/09/2022	Common Stock
Employee Stock Option (Right to buy)	\$ 56					02/14/2014 ⁽⁴⁾	02/14/2023	Common Stock
Performance Rights	\$ 0 ⁽⁵⁾					01/01/2014 ⁽⁵⁾	06/30/2014	Common Stock
Performance Rights	\$ 0 ⁽⁵⁾					01/01/2015 ⁽⁵⁾	06/30/2015	Common Stock
Performance Rights	\$ 0 ⁽⁵⁾					01/01/2016 ⁽⁵⁾	06/30/2016	Common Stock
Restricted Stock Units 2011	<u>(1)</u>					02/10/2012	02/10/2015	Common Stock
Restricted Stock Units 2012	<u>(1)</u>					02/09/2013	02/09/2016	Common Stock
Restricted Stock Units 2013	<u>(1)</u>					02/14/2014	02/14/2017	Common Stock

