

INTEGRYS ENERGY GROUP, INC.

Form 4

April 18, 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 *
MIKULSKY PHILLIP M

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)
700 NORTH ADAMS STREET, P. O. BOX 19001

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/16/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP Corp Init & Chf Sec Of

GREEN BAY, WI 54307-9001

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

(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 (D) Price			
Common Stock	04/16/2014		M ⁽¹⁾	7,140 A \$ 41.58	7,152.7451	D	
Common Stock	04/16/2014		S ⁽¹⁾	7,140 D \$ 61.58	12.7451	D	
Common Stock	04/16/2014		M ⁽¹⁾	4,067 A \$ 49.4	4,079.7451	D	
Common Stock	04/16/2014		S ⁽¹⁾	4,067 D \$ 61.9	12.7451 ⁽²⁾	D	
Common Stock					6,563.1796 ⁽³⁾	I	By Employee

Stock
Ownership
Plan

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
Employee Stock Option (Right to buy)	\$ 41.58	04/16/2014		M ⁽¹⁾	7,140	02/11/2011 ⁽⁴⁾ 02/11/2020		Common Stock	
Employee Stock Option (Right to buy)	\$ 49.4	04/16/2014		M ⁽¹⁾	4,067	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)	\$ 58.65					05/17/2008 ⁽⁴⁾ 05/17/2017		Common Stock	
Employee Stock Option (Right to buy)	\$ 56					02/14/2014 ⁽⁴⁾ 02/14/2023		Common Stock	
Employee Stock Option (Right to Buy)	\$ 55.23					02/13/2015 ⁽⁴⁾ 02/13/2024		Common Stock	

Performance Rights	\$ 0 ⁽⁵⁾	01/01/2016 ⁽⁵⁾	06/30/2016	Common Stock	
Performance Rights	\$ 0 ⁽⁵⁾	01/01/2017 ⁽⁵⁾	06/30/2017	Common Stock	
Performance Rights	\$ 0 ⁽⁵⁾	01/01/2015 ⁽⁵⁾	06/30/2015	Common Stock	
Phantom Stock Unit	⁽⁶⁾	⁽⁷⁾	⁽⁷⁾	Common Stock	35
Restricted Stock Units 2011	⁽⁹⁾	02/10/2012	02/10/2015	Common Stock	6
Restricted Stock Units 2012	⁽⁹⁾	02/09/2013	02/09/2016	Common Stock	1,
Restricted Stock Units 2013	⁽⁹⁾	02/14/2014	02/14/2017	Common Stock	1,
Restricted Stock Units 2014	⁽⁹⁾	02/13/2015	02/13/2018	Common Stock	2,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIKULSKY PHILLIP M 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001			Exec VP Corp Init & Chf Sec Of	

Signatures

Dane E. Allen, as Power of Attorney for Mr. Mikulsky 04/18/2014

 **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 transaction reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 18, 2014.
- (2) Balance also reflects dividend reinvestment shares purchased on March 20, 2014.
- (3) Balance reflects shares pertaining to the March 20, 2014 dividend and shares allocated on March 31, 2014 under the Company's Employee Stock Ownership Plan.
- (4) The option vests in four equal annual installments beginning on the exercisable date.

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- (5) 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 reported target award.
- (6) These phantom stock units convert to common stock on a one-for-one basis.
- (7) Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both (1) 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.
- (8) 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, 2014.
- (9) 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.
- (10) Balance reflects the dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's Omnibus Incentive Plans on March 20, 2014.

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