INTEGRYS ENERGY GROUP, INC.

Form 4

January 08, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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obligations may continue.

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 See Instruction

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 SCHROCK CHARLES A 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 STREET, P. 01/04/2008 President, WPSC, a subsidiary 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)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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. Securit omr Dispos (Instr. 3,	sed of	` ′	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	01/07/2008		A	1.455	A	\$ 51.5436	649.897	I	by Stk Invest Plan
Common Stock							2,054.744	D	
Common Stock							3,440.6544	I	By ESOP

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

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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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code		5. Number of Derivative Securities Acquired or Dispose (D) (Instr. 3, 4 and 5)	ve s l (A) sed of	6. Date Exercisabl Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Sec
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N
Phantom Stock Unit	(1)	01/04/2008		A		4.8173		(2)	(3)	Common Stock	4
Employee Stock Option (Right to buy)	\$ 34.09 (<u>4)</u>							12/13/2002	12/13/2011	Common Stock	1
Employee Stock Option (Right to buy)	\$ 37.96 (5)							12/12/2003	12/12/2012	Common Stock	1
Employee Stock Option (Right to buy)	\$ 44.73 (6)							12/10/2004	12/10/2013	Common Stock	1
Employee Stock Option (Right to buy)	\$ 48.11 (7)							12/08/2005	12/08/2014	Common Stock	1
Employee Stock Option (Right to buy)	\$ 52.73 (8)							12/07/2007	12/07/2016	Common Stock	1
Employee Stock Option (Right to buy)	\$ 54.85 (9)							12/07/2006	12/07/2015	Common Stock	1
Employee Stock Option (Right to buy)	\$ 58.65							05/17/2008	05/17/2017	Common Stock	

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Performance Rights	\$ 0 <u>(11)</u>	01/01/2008(12)	06/30/2008	Common Stock
Performance Rights	\$ 0 <u>(11)</u>	01/01/2009(12)	06/30/2009	Common Stock
Performance Rights	\$ 0 <u>(13)</u>	12/31/2009(13)	03/31/2010	Common Stock
Performance Rights	\$ 0 <u>(11)</u>	01/01/2010(12)	06/30/2010	Common Stock

Reporting Owners

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

SCHROCK CHARLES A 700 NORTH ADAMS STREET P.O. BOX 19001 GREEN BAY, WI 54307-9001

President, WPSC, a subsidiary

Signatures

By: Barth J. Wolf, as Power of Attorney For: Mr. Schrock

01/08/2008 Date

**Signature of Reporting Person

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 **(2)** following the end of the calendar year in which occurs the participant's retirement or termination of service.
- Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days **(3)** following the end of the calendar year in which occurs the participant's retirement or termination of service.
- **(4)** The option vests in four equal annual installments beginning on December 13, 2002.
- The option vests in four equal annual installments beginning on December 12, 2003. **(5)**
- The option vests in four equal annual installments beginning on December 10, 2004. **(6)**
- (7)The option vests in four equal annual installments beginning on December 8, 2005.
- **(8)** The option vests in four equal annual installments beginning on December 7, 2007.
- **(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 shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is (11)determined based on company performance against an established industry benchmark.
- Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is (12)determined based on company performance against an established industry benchmark.
- The final number of shares issued will be based on company performance against an established industry benchmark for the performance period April 1, 2007, to December 31, 2009.

Reporting Owners 3

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