### INTEGRYS ENERGY GROUP, INC.

Form 4

February 19, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

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January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

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 \* NARDI THOMAS A

(First)

(Street)

130 E. RANDOLPH DRIVE

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

INTEGRYS ENERGY GROUP,

INC. [TEG]

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

02/14/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below) Pres, Integrys Bus Sup, a sub

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHICAGO, IL 60601

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect Beneficial (Instr. 3) Beneficially Form: Ownership

Code V Amount (D)

(A)

Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Owned Direct (D) Following or Indirect Reported Transaction(s)

(Instr. 4)

(Instr. 3 and 4) Price

Common 14,681.139 D Stock

Common Trustee/401(k) 1,559.8305 I Stock 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)

(Instr. 4)

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

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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ivative Expiration Date urities (Month/Day/Year) quired (A) Disposed of str. 3, 4,		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Employee Stock Option (Right to buy)	\$ 48.36 (1)	02/14/2008		A	33,377	02/14/2009	02/14/2018	Common Stock	33
Performance Rights	\$ 0 (2)	02/14/2008		A	6,125	01/01/2011(3)	06/30/2011	Common Stock	6
Restricted Stock Units	<u>(4)</u>	02/14/2008		A	2,181	(5)	<u>(5)</u>	Common Stock	2
Employee Stock Option (Right to buy)	\$ 58.65 (6)					05/17/2008	05/17/2017	Common Stock	24
Performance Rights	\$ 0 (7)					12/31/2009(7)	03/31/2010	Common Stock	4
Stock Option (Right to buy)	\$ 49.89					10/03/2002	10/03/2011	Common Stock	15

# **Reporting Owners**

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

NARDI THOMAS A 130 E. RANDOLPH DRIVE CHICAGO, IL 60601

Pres, Integrys Bus Sup, a sub

# **Signatures**

By: Barth J. Wolf, as Power of Attorney For: Mr. 02/19/2008

\*\*Signature of Reporting Person Date

Reporting Owners 2

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# **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 February 14, 2009.
- (2) Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (3) Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (4) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (5) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
- (6) The option vests in four equal annual installments beginning on May 17, 2008.
- (7) 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.

#### **Remarks:**

Trustee/401(k) Plan: Acquired or disposed of on a periodic basis by the Trustee of the Company's Capital Accumulation Plan 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.