WOLF BARTH J

Form 4

December 11, 2008

OMB APPROVAL

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

OMB 3235-0287 Number:

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 5 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

burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

WOLF BARTH J

(Last)

(City)

Symbol INTEGRYS ENERGY GROUP,

INC. [TEG]

(Check all applicable)

(Middle)

(First)

(Street)

(State)

3. Date of Earliest Transaction

Director 10% Owner

(Month/Day/Year)

12/09/2008

X_ Officer (give title Other (specify below)

700 NORTH ADAMS STREET

VP-Chief Legal Officer & Secy 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

4. If Amendment, Date Original

Applicable Line)

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

Person

below)

GREEN BAY, WI 54301

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)

5. Amount of 7. Nature of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4)

(Month/Day/Year) (Instr. 8)

(A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Common 12/09/2008 Stock

F 29 D 457.141 (1) 42.435

Common Stock

418.9024 I By ESOP

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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. conNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Employee Stock Option (Right to buy)	\$ 34.09					12/13/2002	12/13/2011	Common Stock	2,5
Employee Stock Option (Right to buy)	\$ 37.96 (<u>3)</u>					12/12/2003	12/12/2012	Common Stock	4,1
Employee Stock Option (Right to buy)	\$ 44.73 (<u>4)</u>					12/10/2004	12/10/2013	Common Stock	4,4
Employee Stock Option (Right to buy)	\$ 48.11 (<u>5)</u>					12/08/2005	12/08/2014	Common Stock	5,1
Employee Stock Option (Right to buy)	\$ 48.36 (6)					02/14/2009	02/14/2018	Common Stock	14,0
Employee Stock Option (Right to buy)	\$ 52.73 (7)					12/07/2007	12/07/2016	Common Stock	6,7
Employee Stock Option (Right to buy)	\$ 54.85 (8)					12/07/2006	12/07/2015	Common Stock	6,4
Employee Stock Option (Right to buy)	\$ 58.65 (9)					05/17/2008	05/17/2017	Common Stock	2,9

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Performance Rights	\$ 0 <u>(10)</u>	01/01/2009(11)	06/30/2009	Common Stock	90
Performance Rights	\$ 0 <u>(12)</u>	12/31/2009(12)	03/31/2010	Common Stock	51
Performance Rights	\$ 0 (10)	01/01/2010(11)	06/30/2010	Common Stock	87
Performance Rights	\$ 0 <u>(10)</u>	01/01/2011(11)	06/30/2011	Common Stock	2,6
Phantom Stock Unit	<u>(13)</u>	<u>(14)</u>	(15)	Common Stock	8,184
Restricted Stock Units	(16)	<u>(17)</u>	<u>(17)</u>	Common Stock	998.:

Reporting Owners

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

WOLF BARTH J 700 NORTH ADAMS STREET GREEN BAY, WI 54301

VP-Chief Legal Officer & Secy

Dalationahir

Signatures

By: Dane E. Allen, as Power of Attorney For: Mr. Wolf

**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).
- Reflects the sale of shares to satisfy tax payment for vested shares of Restricted Stock under the Company's 2005 Omnibus Incentive Compensation Plan. Also reflects dividends earned on Restricted Stock Awards and reinvested in additional Restricted Stock on June 20 and September 20, 2008, under the Company's 2007 Omnibus Incentive Compensation Plan.
- (2) The option vests in four equal annual installments beginning on December 13, 2002.
- (3) The option vests in four equal annual installments beginning on December 12, 2003.
- (4) The option vests in four equal annual installments beginning on December 10, 2004.
- (5) The option vests in four equal annual installments beginning on December 8, 2005.
- (6) The option vests in four equal annual installments beginning on February 14, 2009.
- (7) The option vests in four equal annual installments beginning on December 7, 2007.
- (8) The option vests in four equal annual installments beginning on December 7, 2006.
- (9) The option vests in four equal annual installments beginning on May 17, 2008.
- (10) Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.

Reporting Owners 3

(11)

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Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.

- (12) 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.
- (13) 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 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 following the end of the calendar year in which occurs the participant's retirement or termination of service.
- (16) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (17) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.

Remarks:

Table I, Line 2 Reflects shares allocated by the Company's ESOP program on June 30 and September 30, 2008. Table II reflection 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.