Laakso William D Form 4 February 17, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

0.5

January 31, Expires:

**OMB APPROVAL** 

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

(Zip)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Laakso William D

2. Issuer Name and Ticker or Trading

Symbol

INTEGRYS ENERGY GROUP,

INC. [TEG]

3. Date of Earliest Transaction

(Month/Day/Year)

02/12/2009

(Check all applicable)

5. Relationship of Reporting Person(s) to

Director 10% Owner

VP - Human Resources

700 NORTH ADAMS STREET, P. O. BOX 19001

(Street)

(State)

(First)

(Last)

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X\_ Officer (give title

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

D

I

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

GREEN BAY, WI 54307-9001

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

Other (specify

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Stock

Common

164

Common Stock

382,1416

By ESOP

(9-02)

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 required to respond unless the form displays a currently valid OMB control number.

1

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Numb orDerivativ Securitie Acquired or Dispo (D) (Instr. 3, and 5)	es ed (A) osed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar Nu Sh
Performance Rights	\$ 0	02/12/2009		H(1)		200	01/01/2009	06/30/2009	Common Stock	
Performance Rights	\$ 0 (2)	02/12/2009		A	2,213		01/01/2012(3)	06/30/2012	Common Stock	
Restricted Stock Units 2009	<u>(4)</u>	02/12/2009		A	738		<u>(5)</u>	<u>(5)</u>	Common Stock	
Stock Option (Right to buy)	\$ 42.12 (6)	02/12/2009		A	9,339		02/12/2010	02/12/2019	Common Stock	
Restricted Stock Units 2008	<u>(4)</u>						<u>(7)</u>	<u>(7)</u>	Common Stock	1,

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Laakso William D 700 NORTH ADAMS STREET P. O. BOX 19001			VP - Human Resources				
GREEN BAY, WI 54307-9001							

### **Signatures**

By: Dane E. Allen, as Power of Attorney For: Mr.
Laakso
02/17/2009

\*\*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) Cancellation of long term incentive award with no payout being made.

**(2)** 

Reporting Owners 2

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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.

- (3) 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.
- (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 12, 2010.
- (6) The option vests in four equal annual installments beginning on February 12, 2010.
- (7) 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 December 30, 2008. Table II reflects dividends protection 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.