MEINZ THOMAS P

Form 4

February 17, 2010

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

0.5

Form 4 or 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

Estimated average burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

MEINZ THOMAS P

2. Issuer Name and Ticker or Trading

Symbol

INTEGRYS ENERGY GROUP,

Issuer

INC. [TEG]

(Check all applicable)

5. Relationship of Reporting Person(s) to

700 NORTH ADAMS

STREET, P.O. BOX 19001

3. Date of Earliest Transaction

(Month/Day/Year) 02/12/2010

Director 10% Owner Other (specify _X__ Officer (give title

below)

Exec VP&Chf Extrnl Affairs Off

(Street)

(First)

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

GREEN BAY, WI 54307-9001

(City)	(State) (Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly 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 ction(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/12/2010		M	284	A	\$ 41.16	1,076.171	D	
Common Stock	02/12/2010		F	115	D	\$ 41.16	961.171 <u>(1)</u>	D	
Common Stock	02/12/2010		M	269	A	\$ 41.16	1,230.171	D	
Common Stock	02/12/2010		F	109	D	\$ 41.16	1,121.171 <u>(1)</u>	D	
Common Stock							8,764.3902	I	By ESOP

Stock	118	I	by Jt Trust
Common Stock	4,313.948	I	by SIP in JT Trust

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)

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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Restricted Stock Units 2008	<u>(2)</u>	02/12/2010		M	284	(3)	(3)	Common Stock	
Restricted Stock Units 2009	<u>(2)</u>	02/12/2010		M	269	<u>(4)</u>	<u>(4)</u>	Common Stock	
Employee Stock Option (Right to buy)	\$ 34.09 (5)					12/13/2002	12/13/2011	Common Stock	1
Employee Stock Option (Right to buy)	\$ 34.75 (<u>6)</u>					12/14/2001	12/14/2010	Common Stock	5
Employee Stock Option (Right to buy)	\$ 37.96 (7)					12/12/2003	12/12/2012	Common Stock	1
Employee Stock Option (Right to	\$ 41.58 (8)					02/11/2011	02/11/2020	Common Stock	1

buy)					
Employee Stock Option (Right to buy)	\$ 42.12 (9)	02/12/2010	02/12/2019	Common Stock	1
Employee Stock Option (Right to buy)	\$ 44.73 (10)	12/10/2004	12/10/2013	Common Stock	1
Employee Stock Option (Right to buy)	\$ 48.11 (11)	12/08/2005	12/08/2014	Common Stock	1
Employee Stock Option (Right to buy)	\$ 48.36 (12)	02/14/2009	02/14/2018	Common Stock	1
Employee Stock Option (Right to buy)	\$ 52.73 (13)	12/07/2007	12/07/2016	Common Stock	1
Employee Stock Option (Right to buy)	\$ 54.85 (14)	12/07/2006	12/07/2015	Common Stock	1
Employee Stock Option (Right to buy)	\$ 58.65 (15)	05/17/2008	05/17/2017	Common Stock]
Performance Rights	\$ 0 <u>(16)</u>	12/31/2009(16)	03/31/2010	Common Stock	
Performance Rights	\$ 0 <u>(17)</u>	01/01/2010(18)	06/30/2010	Common Stock	1
Performance Rights	\$ 0 <u>(17)</u>	01/01/2011(18)	06/30/2011	Common Stock	2
Performance Rights	\$ 0 <u>(17)</u>	01/01/2012(18)	06/30/2012	Common Stock	2
Performance Rights	\$ 0 <u>(17)</u>	01/01/2013(18)	06/30/2013	Common Stock	3
Phantom Stock Unit	<u>(19)</u>	(20)	(21)	Common Stock	16,8
Restricted Stock Units 2010	(2)	(22)	(22)	Common Stock	1

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MEINZ THOMAS P 700 NORTH ADAMS STREET P.O. BOX 19001 GREEN BAY, WI 54307-9001

Exec VP&Chf Extrnl Affairs Off

Signatures

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

02/17/2010

**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 withholding of shares to satisfy tax payment for vested shares of Restricted Stock Units (RSU) under the Company's 2007
- (1) Omnibus Incentive Compensation Plan. Under the terms of the plan, the fair market value of any fractional share of Common Stock not used to satisfy the withholding obligation will be paid in cash at the time the RSU's are settled.
- (2) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (3) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
- (4) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
- (5) The option vests in four equal annual installments beginning on December 13, 2002.
- (6) The option vests in four equal annual installments beginning on December 14, 2001.
- (7) The option vests in four equal annual installments beginning on December 12, 2003.
- (8) The option vests in four equal annual installments beginning on February 11, 2011.
- (9) The option vests in four equal annual installments beginning on February 12, 2010.
- (10) The option vests in four equal annual installments beginning on December 10, 2004.
- (11) The option vests in four equal annual installments beginning on December 8, 2005.
- (12) The option vests in four equal annual installments beginning on February 14, 2009.
- (13) The option vests in four equal annual installments beginning on December 7, 2007.
- (14) The option vests in four equal annual installments beginning on December 7, 2006.
- (15) The option vests in four equal annual installments beginning on May 17, 2008.
- (16) 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.
- 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.
- (18) 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.
- (19) These phantom stock units convert to common stock on a one-for-one basis.
- (20) 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.

(21)

Reporting Owners 4

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.

(22) The restricted stock units vest in four equal annual installments beginning on February 11, 2011.

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.