MIKULSKY PHILLIP M

Form 4 July 12, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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See Instruction

Check this box

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).

(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 MIKULSKY PHILLIP M 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. 07/12/2012 Exec VP-Bus Perf & Shared Srvs 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) Tak	ole I - Non-	Derivative	Secu	rities Acq	quired, Disposed o	of, or Benefici	ally 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 or(A) or Dis (Instr. 3,	sposed	of (D)	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	07/12/2012		M	15,800	A	\$ 52.73	15,893.2445	D	
Common Stock	07/12/2012		S	15,800	D	\$ 57.73	93.2445	D	
Common Stock							5,535.3906	I	By Employee Stock Ownership Plan

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned $(e.g., \, \mathrm{puts}, \, \mathrm{calls}, \, \mathrm{warrants}, \, \mathrm{options}, \, \mathrm{convertible} \, \mathrm{securities})$

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amo Underlying Secu (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Nu Sh
Employee Stock Option (Right to buy)	\$ 52.73	07/12/2012		M	15,800	12/07/2007(1)	12/07/2016	Common Stock
Employee Stock Option (Right to buy)	\$ 54.85					12/07/2006 <u>(1)</u>	12/07/2015	Common Stock
Employee Stock Option (Right to buy)	\$ 58.65					05/17/2008(1)	05/17/2017	Common Stock
Employee Stock Option (Right to buy)	\$ 42.12					02/12/2010(1)	02/12/2019	Common Stock
Employee Stock Option (Right to buy)	\$ 41.58					02/11/2011(1)	02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012(1)	02/10/2021	Common Stock
Employee Stock Option (Right to buy)	\$ 53.24					02/09/2013(1)	02/09/2022	Common Stock
	\$ 0 (2)					01/01/2013(2)	06/30/2013	

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Performance Rights				Common Stock	
Performance Rights	\$ 0 <u>(2)</u>	01/01/2014(2)	06/30/2014	Common Stock	
Performance Rights	\$ 0 <u>(2)</u>	01/01/2015(2)	06/30/2015	Common Stock	
Phantom Stock Unit	<u>(3)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock	30
Restricted Stock Units 2009	<u>(5)</u>	02/12/2010	02/12/2013	Common Stock	
Restricted Stock Units 2010	<u>(5)</u>	02/11/2011	02/11/2014	Common Stock	1
Restricted Stock Units 2011	<u>(5)</u>	02/10/2012	02/10/2015	Common Stock	1
Restricted Stock Units 2012	<u>(5)</u>	02/09/2013	02/09/2016	Common Stock	2

Reporting Owners

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

MIKULSKY PHILLIP M 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001

Exec VP-Bus Perf & Shared Srvs

Signatures

Dane E. Allen, as Power of Attorney for Mr. Mikulsky

07/12/2012

**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) The option vests in four equal annual installments beginning on the exercisable date.
- Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals are satisfied. These goals are based on Company performance against an established industry benchmark, over a three year performance period. The final award of shares issued can be between 0% and 200% of the target award.
- (3) These phantom stock units convert to common stock on a one-for-one basis.

(4)

Reporting Owners 3

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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.

(5) Each restricted stock unit represent a contingent right to receive one share of Company common stock. The restricted stock units vest in four equal annual installments beginning on the exercisable date.

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.