

INTEGRYS ENERGY GROUP, INC.

Form 4

November 21, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHROCK CHARLES A

2. Issuer Name **and** Ticker or Trading
Symbol
**INTEGRYS ENERGY GROUP,
INC. [TEG]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
200 EAST RANDOLPH STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2014

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO

CHICAGO, IL 60601

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	11/19/2014		M		4,921	A \$ 55.23	34,426.6517 D
Common Stock	11/19/2014		S		4,921	D \$ 73	29,505.6517 D
Common Stock	11/20/2014		M		11,964	A \$ 55.23	41,469.6517 D
Common Stock	11/20/2014		S		11,964	D \$ 73.015 (1)	29,505.6517 D
Common Stock							7,371.5809 I

By
Employee

Common Stock	2,198.606	I	Stock Ownership Plan by Stock Investment 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)

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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. An
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 55.23	11/19/2014		M	4,921	02/13/2015 ⁽²⁾	02/13/2024	Common Stock
Employee Stock Option (Right to Buy)	\$ 55.23	11/20/2014		M	11,964	02/13/2015 ⁽²⁾	02/13/2024	Common Stock
Performance Rights	\$ 0 ⁽³⁾					01/01/2016 ⁽³⁾	03/15/2016	Common Stock
Performance Rights	\$ 0 ⁽³⁾					01/01/2017 ⁽³⁾	03/15/2017	Common Stock
Performance Rights	\$ 0 ⁽³⁾					01/01/2015 ⁽³⁾	03/15/2015	Common Stock
Phantom Stock Unit	⁽⁴⁾					⁽⁵⁾	⁽⁵⁾	Common Stock
Restricted Stock Units 2011	⁽⁶⁾					02/10/2012	02/10/2015	Common Stock
	⁽⁶⁾					02/09/2013	02/09/2016	

Restricted Stock Units 2012					Common Stock
Restricted Stock Units 2013	(6)	02/14/2014	02/14/2017		Common Stock
Restricted Stock Units 2014	(6)	02/13/2015	02/13/2018		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHROCK CHARLES A 200 EAST RANDOLPH STREET CHICAGO, IL 60601	X		Chairman and CEO	

Signatures

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

11/21/2014

____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 weighted average sale price reflects multiple transactions at prices ranging from \$73.00 - \$73.04.
- (2) Effective October 24, 2014, the Board of Directors accelerated the vesting of all the outstanding stock options, and all outstanding stock options are now fully vested.

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 reported target award.
- (3) These phantom stock units convert to common stock on a one-for-one basis.

Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both (1) following the calendar year in which service terminates with the Company, and (2) at least six months following termination, or later if the participant selected a later date.
- (4) 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.