

INTEGRYS ENERGY GROUP, INC.

Form 4

April 24, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RADTKE MARK 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)
**700 NORTH ADAMS STREET, P.
O. BOX 19001**

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2015

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Exec VP Shd Srv & Chf Stg Ofc

(Street)
GREEN BAY, WI 54307-9001

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	04/23/2015		S ⁽¹⁾		1,000	D	\$ 74 19,419 ⁽²⁾
Common Stock	04/24/2015		S ⁽¹⁾		1,285	D	\$ 74 18,134.3652
Common Stock							7,252.2835 ⁽³⁾

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., 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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Performance Rights	\$ 0 ⁽⁴⁾					01/01/2016 ⁽⁴⁾ 03/15/2016	Common Stock 7,1
Performance Rights	\$ 0 ⁽⁴⁾					01/01/2017 ⁽⁴⁾ 03/15/2017	Common Stock 6,9
Phantom Stock Unit	⁽⁵⁾					⁽⁶⁾ ⁽⁶⁾	Common Stock 29,524
Restricted Stock Units 2012	⁽⁸⁾					02/09/2013 02/09/2016	Common Stock 590.6
Restricted Stock Units 2013	⁽⁸⁾					02/14/2014 02/14/2017	Common Stock 1,117
Restricted Stock Units 2014	⁽⁸⁾					02/13/2015 02/13/2018	Common Stock 1,596
Restricted Stock Units 2015	⁽⁸⁾					02/12/2016 02/12/2019	Common Stock 7,129

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RADTKE MARK A 700 NORTH ADAMS STREET			Exec VP Shd Srv & Chf Stg Ofc	

P. O. BOX 19001
GREEN BAY, WI 54307-9001

Signatures

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

04/24/2015

____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 transaction reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 24, 2015.
- (2) Balance also reflects dividend reinvestment shares purchased on a quarterly basis.
- (3) Balance reflects shares pertaining to the quarterly dividend and periodic earnings adjustments and share allocations under the Company's Employee Stock Ownership Plan.
- (4) 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.
- (5) These phantom stock units convert to common stock on a one-for-one basis.
- (6) 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.
- (7) Balance reflects the quarterly dividend paid on phantom stock units and reinvested in additional phantom stock units, under the Company's Deferred Compensation Plan.
- (8) 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.
- (9) Balance reflects the quarterly dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's Omnibus Incentive Plans.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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