

INTEGRYS HOLDING, INC.

Form 4

July 01, 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

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 \*  
**MORROW WILLIAM E**

(Last) (First) (Middle)

200 EAST RANDOLPH STREET

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

INTEGRYS HOLDING, INC. [TEG]

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

06/29/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Executive VP, Gas Segment

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

**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)
Common Stock	06/29/2015		D	3,911.1797	D \$ 0 (1) 0	D	
Common Stock	06/29/2015		D	2,233.7067 (2)	D \$ 0 (1) 0	I	By Employee Stock Ownership Plan
Common Stock	06/29/2015		D	1,668.7854 (3)	D \$ 0 (1) 0	I	By PE Employee Stock Ownership Plan

Edgar Filing: INTEGRYS HOLDING, INC. - Form 4

Common Stock	06/29/2015	D	1,948.1302 (3)	D	\$ 0 (1)	0	I	By 401(k) Plan for Administrative Employees
-----------------	------------	---	-------------------	---	-------------	---	---	--

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 A Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units 2012	(4)	06/29/2015		D	101.389 (5)	02/09/2013	02/09/2016	Common Stock
Restricted Stock Units 2013	(4)	06/29/2015		D	190.7144 (5)	02/14/2014	02/14/2017	Common Stock
Restricted Stock Units 2014	(4)	06/29/2015		D	469.5869 (5)	02/13/2015	02/13/2018	Common Stock
Restricted Stock Units 2015	(4)	06/29/2015		D	3,222.7326 (5)	02/12/2016	02/12/2019	Common Stock
Performance Rights	\$ 0 (6)	06/29/2015		D	1,209	01/01/2016	03/15/2016	Common Stock
Performance Rights	\$ 0 (6)	06/29/2015		D	2,015	01/01/2017	03/15/2017	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MORROW WILLIAM E 200 EAST RANDOLPH STREET	Executive VP, Gas Segment

CHICAGO, IL 60601

## Signatures

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

07/01/2015

\_\_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) Pursuant to the merger between Integrys Energy Group and Wisconsin Energy Corporation, as of the closing date, the outstanding shares of Integrys common stock were automatically converted into the right to receive allocations of the merger consideration, consisting of 1.128 WEC Energy Group shares and \$18.58 cash per share (referred to as the "merger consideration").
- (2) Reflects shares pertaining to the quarterly dividend and periodic earnings adjustments and share allocations under the Company's Employee Stock Ownership Plan.
- (3) Reflects dividend reinvestment shares which are acquired on a quarterly basis.
- (4) Pursuant to the merger between Integrys Energy Group and Wisconsin Energy Corporation, as of the closing date, restricted stock units (whether or not vested) were canceled and automatically converted into the right to receive a cash payment equal to the value of the merger consideration.
- (5) Reflects the quarterly dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's Omnibus Incentive Plans.
- (6) Pursuant to the merger between Integrys Energy Group and Wisconsin Energy Corporation, as of the closing date, performance rights (whether or not vested) were canceled and automatically converted into the right to receive a cash payment equal to the value of the merger consideration, with the final award (a) for 2013 performance rights at 148% of the reported target award and (b) for 2014 performance rights at 200% of the reported target award.

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.