

INTEGRYS ENERGY GROUP, INC.

Form 4

April 24, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEYERS LARRY L

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)
130 E. RANDOLPH DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2007

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President 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	04/23/2007		M		5,638	A \$ 34.09	14,727 D
Common Stock	04/23/2007		S		5,638	D \$ 55.8645 (1)	9,089 D
Common Stock	04/23/2007		M		7,775	A \$ 34.75	16,864 D
Common Stock	04/23/2007		S		7,775	D \$ 55.8645 (1)	9,089 D
							1,487.3789 I
							By ESOP

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Common
Stock

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to buy)	\$ 34.09 (2)	04/23/2007		M	5,638	12/13/2002 12/13/2011	Common Stock
Employee Stock Option (Right to buy)	\$ 34.75 (3)	04/23/2007		M	7,775	12/14/2001 12/14/2010	Common Stock
Employee Stock Option (Right to buy)	\$ 37.96 (4)					12/12/2003 12/12/2012	Common Stock
Employee Stock Option (Right to buy)	\$ 44.73 (5)					12/10/2004 12/10/2013	Common Stock
Employee Stock Option (Right to buy)	\$ 48.11 (6)					12/08/2005 12/08/2014	Common Stock
Employee Stock Option (Right to buy)	\$ 52.73 (7)					12/07/2007 12/07/2016	Common Stock

Employee Stock Option (Right to buy)	\$ 54.85 (8)	12/07/2006	12/07/2015	Common Stock	
Performance Rights	\$ 0 (9)	01/01/2008 ⁽¹⁰⁾	06/30/2008	Common Stock	
Performance Rights	\$ 0 (9)	01/01/2009 ⁽¹⁰⁾	06/30/2009	Common Stock	
Performance Rights	\$ 0 (9)	01/01/2010 ⁽¹⁰⁾	06/30/2010	Common Stock	
Phantom Stock Unit	(11)	(12)	(13)	Common Stock	54

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEYERS LARRY L 130 E. RANDOLPH DRIVE CHICAGO, IL 60601	X		President and CEO	

Signatures

By: Peter H. Kauffman, as Power of Attorney For: Mr.
Weyers

04/24/2007

__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) This average sale price reflects multiple transactions at prices ranging from \$55.75 to \$55.92.
- (2) The option vests in four equal annual installments beginning on December 13, 2002.
- (3) The option vests in four equal annual installments beginning on December 14, 2001.
- (4) The option vests in four equal annual installments beginning on December 12, 2003.
- (5) The option vests in four equal annual installments beginning on December 10, 2004.
- (6) The option vests in four equal annual installments beginning on December 8, 2005.
- (7) The option vests in four equal annual installments beginning on December 7, 2007.
- (8) The option vests in four equal annual installments beginning on December 7, 2006.
- (9) Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (10) Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (11) These phantom stock units convert to common stock on a one-for-one basis.
- (12)

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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.

- (13) 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.

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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