

INTEGRYS ENERGY GROUP, INC.

Form 4

July 21, 2009

**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 \*  
**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)  
**130 E. RANDOLPH DRIVE**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/17/2009**

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
**President & 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V Amount (D) Price                                                         |                                                                                                                    |                                                                      |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 2,334.288                                                                                                          | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 4,447.6925                                                                                                         | I                                                                    | By ESOP                                                           |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 986.598                                                                                                            | I                                                                    | by Stk<br>Invest 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**

SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and A<br>Underlying S<br>(Instr. 3 and 4) |                    |                 |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------|--------------------|-----------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                         | (A)                                                            | (D) | Date Exercisable                                   | Expiration<br>Date | Title           |
| Phantom<br>Stock Unit                               | (1)                                                                | 07/17/2009                              |                                                             | A                                    |                                                                                                           | 19.6798                                                        |     | (2)                                                | (3)                | Common<br>Stock |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 34.09<br>(4)                                                    |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 12/13/2002                                         | 12/13/2011         | Common<br>Stock |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 37.96<br>(5)                                                    |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 12/12/2003                                         | 12/12/2012         | Common<br>Stock |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 44.73<br>(6)                                                    |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 12/10/2004                                         | 12/10/2013         | Common<br>Stock |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 48.11<br>(7)                                                    |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 12/08/2005                                         | 12/08/2014         | Common<br>Stock |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 48.36<br>(8)                                                    |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 02/14/2009                                         | 02/14/2018         | Common<br>Stock |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 52.73<br>(9)                                                    |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 12/07/2007                                         | 12/07/2016         | Common<br>Stock |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 54.85<br>(10)                                                   |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 12/07/2006                                         | 12/07/2015         | Common<br>Stock |
| Employee<br>Stock Option<br>(Right to               | \$ 58.65<br>(11)                                                   |                                         |                                                             |                                      |                                                                                                           |                                                                |     | 05/17/2008                                         | 05/17/2017         | Common<br>Stock |

buy)

|                             |                          |                            |                 |              |
|-----------------------------|--------------------------|----------------------------|-----------------|--------------|
| Performance Rights          | \$ 0 <sup>(12)</sup>     | 12/31/2009 <sup>(12)</sup> | 03/31/2010      | Common Stock |
| Performance Rights          | \$ 0 <sup>(13)</sup>     | 01/01/2010 <sup>(14)</sup> | 06/30/2010      | Common Stock |
| Performance Rights          | \$ 0 <sup>(13)</sup>     | 01/01/2011 <sup>(14)</sup> | 06/30/2011      | Common Stock |
| Performance Rights          | \$ 0 <sup>(13)</sup>     | 01/01/2012 <sup>(14)</sup> | 06/30/2012      | Common Stock |
| Restricted Stock Units 2008 | <sup>(15)</sup>          | <sup>(16)</sup>            | <sup>(16)</sup> | Common Stock |
| Restricted Stock Units 2009 | <sup>(15)</sup>          | <sup>(17)</sup>            | <sup>(17)</sup> | Common Stock |
| Stock Option (Right to buy) | \$ 42.12 <sup>(18)</sup> | 02/12/2010                 | 02/12/2019      | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                 |       |
|-----------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                 | Director      | 10% Owner | Officer         | Other |
| SCHROCK CHARLES A<br>130 E. RANDOLPH DRIVE<br>CHICAGO, IL 60601 | X             |           | President & CEO |       |

## Signatures

By: Dane E. Allen, as Power of Attorney For: Mr. Schrock

07/21/2009

                    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) These phantom stock units convert to common stock on a one-for-one basis.
- (2) 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.
- (3) 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.
- (4) The option vests in four equal annual installments beginning on December 13, 2002.
- (5) The option vests in four equal annual installments beginning on December 12, 2003.
- (6) The option vests in four equal annual installments beginning on December 10, 2004.

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- (7) The option vests in four equal annual installments beginning on December 8, 2005.
- (8) The option vests in four equal annual installments beginning on February 14, 2009.
- (9) The option vests in four equal annual installments beginning on December 7, 2007.
- (10) The option vests in four equal annual installments beginning on December 7, 2006.
- (11) The option vests in four equal annual installments beginning on May 17, 2008.
- (12) The final number of shares issued will be based on company performance against an established industry benchmark for the performance period April 1, 2007, to December 31, 2009.
- (13) Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (14) Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (15) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (16) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
- (17) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
- (18) The option vests in four equal annual installments beginning on February 12, 2010.

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.