

INTEGRYS ENERGY GROUP, INC.

Form 4

September 09, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cloninger 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)

3. Date of Earliest Transaction (Month/Day/Year)
09/05/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP, Electric Segment

700 NORTH ADAMS STREET, P.O. BOX 19001

(Street)

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

GREEN BAY, WI 54307-9001

(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)
Common Stock	09/05/2014		M	V Amount (A) or (D) Price \$ 41.58	1,146.731	D	
Common Stock	09/05/2014		S	1,081 D \$ 68	65.731 ⁽¹⁾	D	
Common Stock					6,058.0036 ⁽²⁾	I	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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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to buy)	\$ 41.58	09/05/2014		M	1,081	02/11/2011 ⁽³⁾ 02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012 ⁽³⁾ 02/10/2021	Common Stock
Employee Stock Option (Right to buy)	\$ 53.24					02/09/2013 ⁽³⁾ 02/09/2022	Common Stock
Employee Stock Option (Right to buy)	\$ 56					02/14/2014 ⁽³⁾ 02/14/2023	Common Stock
Employee Stock Option (Right to Buy)	\$ 55.23					02/13/2015 ⁽³⁾ 02/13/2024	Common Stock
Performance Rights	\$ 0 ⁽⁴⁾					01/01/2015 ⁽⁴⁾ 03/15/2015	Common Stock
Performance Rights	\$ 0 ⁽⁴⁾					01/01/2016 ⁽⁴⁾ 03/15/2016	Common Stock
Performance Rights	\$ 0 ⁽⁴⁾					01/01/2017 ⁽⁴⁾ 03/15/2017	Common Stock
Phantom Stock Unit	⁽⁵⁾					⁽⁶⁾ ⁽⁶⁾	Common Stock 4,6

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- (9) Balance reflects the dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's Omnibus Incentive Plans on June 20, 2014.

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.