

INTEGRYS ENERGY GROUP, INC.

Form 4

December 21, 2007

FORM 4

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

OMB APPROVAL

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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 *
FORD DIANE L

(Last) (First) (Middle)
700 NORTH ADAMS STREET, P.
O. BOX 19001
(Street)

GREEN BAY, WI 54307-9001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTEGRYS ENERGY GROUP,
INC. [TEG]

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP and Corporate Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 12/20/2007 | | A | 1.482 A \$ 50.91 | 115.809 | I | by Stk Invest Plan |
| Common Stock | | | | | 2,464.7 | D | |
| Common Stock | | | | | 3,041.2764 | I | By ESOP |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Phantom Stock Unit | <u>(1)</u> | 12/20/2007 | | A | 112.6265 | <u>(2)</u> | <u>(3)</u> | Common Stock |
| Employee Stock Option (Right to buy) | \$ 34.09 <u>(4)</u> | | | | | 12/13/2002 | 12/13/2011 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 37.96 <u>(5)</u> | | | | | 12/12/2003 | 12/12/2012 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 44.73 <u>(6)</u> | | | | | 12/10/2004 | 12/10/2013 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 48.11 <u>(7)</u> | | | | | 12/08/2005 | 12/08/2014 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 52.73 <u>(8)</u> | | | | | 12/07/2007 | 12/07/2016 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 54.85 <u>(9)</u> | | | | | 12/07/2006 | 12/07/2015 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 58.65 <u>(10)</u> | | | | | 05/17/2008 | 05/17/2017 | Common Stock |
| | \$ 0 <u>(11)</u> | | | | | 01/01/2008 <u>(12)</u> | 06/30/2008 | |

Remarks:

Table 1, line 1 reflects dividends paid on Restricted Stock and reinvested in additional Restricted Stock under the company's 2

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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