

INTEGRYS ENERGY GROUP, INC.

Form 4

February 19, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)
02/14/2008

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)	Price		
				Code	V	Amount	Price
Common Stock					2,464.7	D	
Common Stock					3,128.0356	I	By ESOP
Common Stock					115.809	I	by Stk Invest Plan

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
Employee Stock Option (Right to buy)	\$ 48.36 ⁽¹⁾	02/14/2008		A	13,882	02/14/2009	02/14/2018	Common Stock
Performance Rights	\$ 0	02/14/2008		H ⁽²⁾	865	01/01/2008	06/30/2008	Common Stock
Performance Rights	\$ 0 ⁽³⁾	02/14/2008		A	2,548	01/01/2011 ⁽⁴⁾	06/30/2011	Common Stock
Restricted Stock Units	⁽⁵⁾	02/14/2008		A	907	⁽⁶⁾	⁽⁶⁾	Common Stock
Employee Stock Option (Right to buy)	\$ 34.09 ⁽⁷⁾					12/13/2002	12/13/2011	Common Stock
Employee Stock Option (Right to buy)	\$ 37.96 ⁽⁸⁾					12/12/2003	12/12/2012	Common Stock
Employee Stock Option (Right to buy)	\$ 44.73 ⁽⁹⁾					12/10/2004	12/10/2013	Common Stock
Employee Stock Option (Right to buy)	\$ 48.11 ⁽¹⁰⁾					12/08/2005	12/08/2014	Common Stock
Employee Stock Option (Right to buy)	\$ 52.73 ⁽¹¹⁾					12/07/2007	12/07/2016	Common Stock
Employee	\$ 54.85					12/07/2006	12/07/2015	Common

Stock Option (Right to buy)	<u>(12)</u>				Stock
Employee Stock Option (Right to buy)	\$ 58.65 <u>(13)</u>		05/17/2008	05/17/2017	Common Stock
Performance Rights	\$ 0 <u>(3)</u>		01/01/2009 ⁽⁴⁾	06/30/2009	Common Stock
Performance Rights	\$ 0 <u>(14)</u>		12/31/2009 ⁽¹⁴⁾	03/31/2010	Common Stock
Performance Rights	\$ 0 <u>(3)</u>		01/01/2010 ⁽⁴⁾	06/30/2010	Common Stock
Phantom Stock Unit	<u>(15)</u>		<u>(16)</u>	<u>(17)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORD DIANE L 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001			VP and Corporate Controller	

Signatures

By: Barth J. Wolf, as Power of Attorney For: Ms. Ford
02/19/2008

 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) The option vests in four equal annual installments beginning on February 14, 2009.
- (2) Cancellation of long term incentive award with no payout being made.
- (3) 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.
- (4) 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.
- (5) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (6) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
- (7) The option vests in four equal annual installments beginning on December 13, 2002.
- (8) The option vests in four equal annual installments beginning on December 12, 2003.

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- (9) The option vests in four equal annual installments beginning on December 10, 2004.
- (10) The option vests in four equal annual installments beginning on December 8, 2005.
- (11) The option vests in four equal annual installments beginning on December 7, 2007.
- (12) The option vests in four equal annual installments beginning on December 7, 2006.
- (13) The option vests in four equal annual installments beginning on May 17, 2008.
- (14) 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.
- (15) These phantom stock units convert to common stock on a one-for-one basis.
- (16) 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.
- (17) 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.

Remarks:

Table 1, Line 2 Reflects shares allocated by the company's ESOP program on December 31, 2007.

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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