

INTEGRYS ENERGY GROUP, INC.

Form 4

October 21, 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 *
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)
200 EAST RANDOLPH STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/20/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman 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 (D) Price			
Common Stock	10/20/2014		M ⁽¹⁾	8,070 A \$ 49.4	37,575.6517	D	
Common Stock	10/20/2014		S ⁽¹⁾	8,070 D \$ 69.5018	29,505.6517	D	
Common Stock					7,371.5809	I	By Employee Stock Ownership Plan
					2,198.606	I	

Common
Stockby Stock
Investment
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 of Underlying Shares
Employee Stock Option (Right to buy)	\$ 49.4	10/20/2014		M ⁽¹⁾	8,070	02/10/2012 ⁽³⁾ 02/10/2021		Common Stock	
Employee Stock Option (Right to buy)	\$ 41.58					02/11/2011 ⁽³⁾ 02/11/2020		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⁾					01/01/2016 ⁽⁴⁾ 03/15/2016		Common Stock	
	\$ 0 ⁽⁴⁾					01/01/2017 ⁽⁴⁾ 03/15/2017			

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the participant selected a later date.

- (7) Each restricted stock unit represent a contingent right to receive one share of Company common stock. The restricted stock units vest in four equal annual installments beginning on the exercisable date.

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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