BORGARD LAWRENCE T
Form 4
February 12, 2013

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BORGARD LAWRENCE T

(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)
02/09/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & COO - Utilities

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/09/2013		M		948.1595	A	$ 55.74	1,021.5449	D	
Common Stock	02/09/2013		F		383.019	D	$ 55.74	638.5259	D	
Common Stock	02/10/2013		M		953.1313	A	$ 55.74	1,591.6572	D	
Common Stock	02/10/2013		F		325.9709	D	$ 55.74	1,265.6863 (1)	D	
Common Stock								5,230.0845 (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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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 A Underlying Se (Instr. 3 and 4
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units 2012	(3)	02/09/2013		M			948.1595	02/09/2013	02/09/2016	Common Stock
Restricted Stock Units 2011	(3)	02/10/2013		M			953.1313	02/10/2012	02/10/2015	Common Stock
Employee Stock Option (Right to buy)	$ 54.85							12/07/2006(5)	12/07/2015	Common Stock
Employee Stock Option (Right to buy)	$ 52.73							12/07/2007(5)	12/07/2016	Common Stock
Employee Stock Option (Right to buy)	$ 58.65							05/17/2008(5)	05/17/2017	Common Stock
Employee Stock Option (Right to buy)	$ 48.36							02/14/2009(5)	02/14/2018	Common Stock
Employee Stock Option (Right to	$ 42.12							02/12/2010(5)	02/12/2019	Common Stock

buy)					
Employee Stock Option (Right to buy)	$ 41.58		02/11/2011[5]	02/11/2020	Common Stock
Employee Stock Option (Right to buy)	$ 49.4		02/10/2012[5]	02/10/2021	Common Stock
Employee Stock Option (Right to buy)	$ 53.24		02/09/2013[5]	02/09/2022	Common Stock
Performance Rights	$ 0 [6]		01/01/2013[6]	06/30/2013	Common Stock
Performance Rights	$ 0 [6]		01/01/2014[6]	06/30/2014	Common Stock
Performance Rights	$ 0 [6]		01/01/2015[6]	06/30/2015	Common Stock
Phantom Stock Unit	[7]		[8]	[8]	Common Stock
Restricted Stock Units 2009	[3]		02/12/2010	02/12/2013	Common Stock
Restricted Stock Units 2010	[3]		02/11/2011	02/11/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BORGARD LAWRENCE T 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001			President & COO - Utilities	

Signatures

Dane E. Allen, as Power of Attorney for Mr. Borgard	02/12/2013
**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) Balance reflects dividend reinvestment shares purchased on June 20, September 20 and December 20, 2012.

(2) Balance reflects shares pertaining to the June 20, 2012, September 20, 2012 and December 20, 2012 dividend and shares allocated on June 29, 2012 in the Company's Employee Stock Ownership Plan.

(3) 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.

(4) Balance also reflects the dividend paid on Restricted Stock Units and reinvested in additional Restricted Stock Units, under the Company's 2010 Omnibus Incentive Plan on June 20, 2012, September 20, 2012 and December 20, 2012.

(5) The option vests in four equal annual installments beginning on the exercisable date.

(6) Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals are satisfied. These goals are based on Company performance against an established industry benchmark, over a three year performance period. The final award of shares issued can be between 0% and 200% of the target award.

(7) These phantom stock units convert to common stock on a one-for-one basis.

(8) Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both (1) following the calendar year in which service terminates with the Company, and (2) at least six months following termination, or later if the participant selected a later date.

(9) Balance reflects dividends paid on phantom stock units and reinvested in additional phantom stock units, under the Company's Deferred Compensation Plan on June 20, 2012, September 20, 2012 and December 20, 2012.

(10) Balance reflects the dividend paid on Restricted Stock Units and reinvested in additional Restricted Stock Units, under the Company's 2010 Omnibus Incentive Plan on June 20, 2012, September 20, 2012 and December 20, 2012.

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