

Guc William J
 Form 4
 February 15, 2013

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 *
 Guc William J

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/14/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President & Treasurer

GREEN BAY, WI 54307-9001

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					2,074.003	D	
Common Stock					2,302.5483	I	By Employee Stock Ownership Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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displays a currently valid OMB control number.

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)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Employee Stock Option (Right to buy)	\$ 56	02/14/2013		A	5,205	02/14/2014 ⁽¹⁾	02/14/2023	Common Stock	
Performance Rights	\$ 0 ⁽²⁾	02/14/2013		A	1,844	01/01/2016 ⁽²⁾	06/30/2016	Common Stock	
Restricted Stock Units 2013	⁽³⁾	02/14/2013		A	526	02/14/2014	02/14/2017	Common Stock	
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012 ⁽¹⁾	02/10/2021	Common Stock	
Employee Stock Option (Right to buy)	\$ 53.24					02/09/2013 ⁽¹⁾	02/09/2022	Common Stock	
Performance Rights	\$ 0 ⁽²⁾					01/01/2014 ⁽²⁾	06/30/2014	Common Stock	
Performance Rights	\$ 0 ⁽²⁾					01/01/2015 ⁽²⁾	06/30/2015	Common Stock	
Phantom Stock Unit	⁽⁴⁾					⁽⁵⁾	⁽⁵⁾	Common Stock	3,8
Restricted Stock Units 2010	⁽³⁾					02/11/2011	02/11/2014	Common Stock	57
Restricted Stock Units 2011	⁽³⁾					02/10/2012	02/10/2015	Common Stock	27

