

O LEARY JOSEPH P

Form 4

March 27, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
O LEARY JOSEPH P

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)
130 EAST RANDOLPH STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/27/2013

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Senior Vice President

CHICAGO, IL 60601

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (A) or (D)	Price	
Common Stock	03/27/2013		M		31,740	A \$ 41.58	38,001.4434 D
Common Stock	03/27/2013		S		31,740	D \$ 57.0721 (1)	6,261.4434 D
Common Stock							2,713.9867 I

By
Employee
Stock
Ownership
Plan

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (Right to buy)	\$ 41.58	03/27/2013		M	31,740	02/11/2011 ⁽²⁾ 02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 48.36					02/14/2009 ⁽²⁾ 02/14/2018	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012 ⁽²⁾ 02/10/2021	Common Stock
Employee Stock Option (Right to buy)	\$ 52.73					12/07/2007 ⁽²⁾ 12/07/2016	Common Stock
Employee Stock Option (Right to buy)	\$ 53.24					02/09/2013 ⁽²⁾ 02/09/2022	Common Stock
Employee Stock Option (Right to buy)	\$ 54.85					12/07/2006 ⁽²⁾ 12/07/2015	Common Stock
Employee Stock Option (Right to buy)	\$ 58.65					05/17/2008 ⁽²⁾ 05/17/2017	Common Stock

Employee Stock Option (Right to buy)	\$ 56	02/14/2014 ⁽²⁾	02/14/2023	Common Stock	
Performance Rights	\$ 0 ⁽³⁾	01/01/2016 ⁽³⁾	06/30/2016	Common Stock	
Performance Rights	\$ 0 ⁽³⁾	01/01/2014 ⁽³⁾	06/30/2014	Common Stock	
Performance Rights	\$ 0 ⁽³⁾	01/01/2015 ⁽³⁾	06/30/2015	Common Stock	
Phantom Stock Unit	⁽⁴⁾	⁽⁵⁾	⁽⁵⁾	Common Stock	70
Restricted Stock Units 2010	⁽⁶⁾	02/11/2011	02/11/2014	Common Stock	1
Restricted Stock Units 2011	⁽⁶⁾	02/10/2012	02/10/2015	Common Stock	1
Restricted Stock Units 2012	⁽⁶⁾	02/09/2013	02/09/2016	Common Stock	2
Restricted Stock Units 2013	⁽⁶⁾	02/14/2014	02/14/2017	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O LEARY JOSEPH P 130 EAST RANDOLPH STREET CHICAGO, IL 60601			Senior Vice President	

Signatures

Dane E. Allen, as Power of Attorney for Mr. O'Leary 03/27/2013

__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) The weighted average sale price reflects multiple transactions at prices ranging from \$57.00 - \$57.18.
- (2) The option vests in four equal annual installments beginning on the exercisable date.

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- Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals
- (3) 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 reported target award.
 - (4) These phantom stock units convert to common stock on a one-for-one basis.
- Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both (1)
- (5) 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.
 - (6) 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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