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WISCONSIN ELECTRIC POWER CO

Form 8-K

January 18, 2013

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported):

January 17, 2013

| Commission File Number | Registrant; State of Incorporation Address; and Telephone Number | IRS Employer Identification No. |
|---------------------------|---|------------------------------------|
| 001-09057 | WISCONSIN ENERGY CORPORATION (A Wisconsin Corporation) 231 West Michigan Street P.O. Box 1331 Milwaukee, WI 53201 (414) 221-2345 | 39-1391525 |
| 001-01245 | WISCONSIN ELECTRIC POWER COMPANY (A Wisconsin Corporation) 231 West Michigan Street P.O. Box 2046 Milwaukee, WI 53201 (414) 221-2345 | 39-0476280 |

The name and address of each registrant have not changed since the last report.

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

WISCONSIN ENERGY CORPORATION
WISCONSIN ELECTRIC POWER COMPANY

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;
APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On January 17, 2013, the Board of Directors of Wisconsin Energy Corporation and Wisconsin Electric Power Company increased the number of directors constituting each Board from nine to ten and elected Henry W. Knueppel, retired Chairman and Chief Executive Officer of Regal Beloit Corporation, to fill the vacancy on the Board of Directors of each company. Regal Beloit is a leading manufacturer of electric motors, mechanical and electrical motion controls, and power generation products. Mr. Knueppel was also appointed to the Audit and Oversight Committee and Corporate Governance Committee of each Board of Directors effective February 1, 2013. The Board of Directors of each company determined that Mr. Knueppel is independent pursuant to Wisconsin Energy's Corporate Governance Guidelines.

Consistent with Wisconsin Energy's compensation policy for non-employee directors, Mr. Knueppel will receive an annual retainer fee of \$75,000 and an annual restricted stock award equal to a value of \$80,000, with all shares vesting three years from the date of grant.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each of the registrants has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WISCONSIN ENERGY CORPORATION
(Registrant)

Date: January 18, 2013

/s/ STEPHEN P. DICKSON
Stephen P. Dickson - Vice President and Controller

WISCONSIN ELECTRIC POWER COMPANY
(Registrant)

Date: January 18, 2013

/s/ STEPHEN P. DICKSON
Stephen P. Dickson - Vice President and Controller