

INTEGRYS ENERGY GROUP, INC.

Form 4

November 12, 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)  
11/07/2014

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 or Price   |  |   |
| Common Stock                    | 11/07/2014                           |  | M                              |   | 15,339 A \$ 49.4  | D  |   |
| Common Stock                    | 11/07/2014                           |  | M                              |   | 18,317 A \$ 53.24   | D  |   |
| Common Stock                    | 11/07/2014                           |  | S                              |   | 33,656 D \$ 72.0224   | D  |   |
| Common Stock                    |                                      |  |                                |   |   | I  | By Employee Stock Ownership                           |

|                 |           |   |  |
|-----------------|-----------|---|--|
| Common<br>Stock | 2,198.606 | I | Plan<br>by Stock<br>Investment<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                 |
|---|--|---|---|--------------------------------------|--|--|--|-----------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable   | Expiration<br>Date   | Title           |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 49.4  | 11/07/2014                              |   | M                                    | 15,339   | 02/10/2012 <sup>(2)</sup>                                      | 02/10/2021   | Common<br>Stock |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 53.24   | 11/07/2014                              |   | M                                    | 18,317   | 02/09/2013 <sup>(2)</sup>                                      | 02/09/2022   | Common<br>Stock |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 56  |   |   |                                      |  | 02/14/2014 <sup>(2)</sup>                                      | 02/14/2023   | Common<br>Stock |
| Employee<br>Stock Option<br>(Right to<br>Buy)       | \$ 55.23   |   |   |                                      |  | 02/13/2015 <sup>(2)</sup>                                      | 02/13/2024   | Common<br>Stock |
| Performance<br>Rights                               | \$ 0 <sup>(3)</sup>  |   |   |                                      |  | 01/01/2016 <sup>(3)</sup>                                      | 03/15/2016   | Common<br>Stock |
| Performance<br>Rights                               | \$ 0 <sup>(3)</sup>  |   |   |                                      |  | 01/01/2017 <sup>(3)</sup>                                      | 03/15/2017   | Common<br>Stock |
| Performance<br>Rights                               | \$ 0 <sup>(3)</sup>  |   |   |                                      |  | 01/01/2015 <sup>(3)</sup>                                      | 03/15/2015   | Common<br>Stock |

|                             |     |            |            |              |    |
|-----------------------------|-----|------------|------------|--------------|----|
| Phantom Stock Unit          | (4) | (5)        | (5)        | Common Stock | 10 |
| Restricted Stock Units 2011 | (6) | 02/10/2012 | 02/10/2015 | Common Stock | 2  |
| Restricted Stock Units 2012 | (6) | 02/09/2013 | 02/09/2016 | Common Stock | 4  |
| Restricted Stock Units 2013 | (6) | 02/14/2014 | 02/14/2017 | Common Stock | 7  |
| Restricted Stock Units 2014 | (6) | 02/13/2015 | 02/13/2018 | Common Stock | 8  |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| SCHROCK CHARLES A<br>200 EAST RANDOLPH STREET<br>CHICAGO, IL 60601 | X             |           | Chairman and CEO |       |

## Signatures

Dane E. Allen, as Power of Attorney for Mr. Schrock

11/12/2014

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 \$72.00 - \$72.14.
- (2) Effective October 24, 2014, the Board of Directors accelerated the vesting of all the outstanding stock options, and all outstanding stock options are now fully vested.  
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 reported target award.
- (3) 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) 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.
- (4) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.