

INTEGRYS ENERGY GROUP, INC.

Form 4

November 24, 2014

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 *
VERBANAC DANIEL 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)
1716 LAWRENCE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/21/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP - IBS

DE PERE, WI 54115

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 (D) Price			
Common Stock	11/21/2014		M	7,840 A \$ 53.24	8,409.0742	D	
Common Stock	11/21/2014		S	7,840 D \$ 73.2937	569.0742	D	
Common Stock					7,039.577	I	By Employee Stock Ownership Plan
					80	I	

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Common
Stock

By Joint
Trust

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 of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
Employee Stock Option (Right to buy)	\$ 53.24	11/21/2014		M	7,840	02/09/2013 ⁽²⁾ 02/09/2022	Common Stock		
Employee Stock Option (Right to buy)	\$ 56					02/14/2014 ⁽²⁾ 02/14/2023	Common Stock		
Employee Stock Option (Right to Buy)	\$ 55.23					02/13/2015 ⁽²⁾ 02/13/2024	Common Stock		
Performance Rights	\$ 0 ⁽³⁾					01/01/2016 ⁽³⁾ 03/15/2016	Common Stock		
Performance Rights	\$ 0 ⁽³⁾					01/01/2017 ⁽³⁾ 03/15/2017	Common Stock		
Performance Rights	\$ 0 ⁽³⁾					01/01/2015 ⁽³⁾ 03/15/2015	Common Stock		
Phantom Stock Unit	⁽⁴⁾					⁽⁵⁾ ⁽⁵⁾	Common Stock		27,
Restricted Stock Units 2011	⁽⁶⁾					02/10/2012 02/10/2015	Common Stock		5,

