

INTEGRYS ENERGY GROUP, INC.

Form 5

February 06, 2008

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362

Expires: January 31, 2005

Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**NARDI THOMAS A**

(Last) (First) (Middle)

**130 E. RANDOLPH DRIVE**

(Street)

**CHICAGO, IL 60601**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**INTEGRYS ENERGY GROUP, INC. [TEG]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2007**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Pres, Integrys Bus Sup, a sub

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/21/2007	Â	A	1.5485	D	\$ 0	16,067.125 (1)	D	Â
Common Stock	06/20/2007	Â	A	19.564	A	\$ 52.425	16,140.564	D	Â
Common Stock	09/20/2007	Â	A	19.917	A	\$ 52.145	16,160.481	D	Â
Common Stock	12/20/2007	Â	A	20.658	A	\$ 50.91	14,681.139	D	Â

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Common Stock 12/31/2007 Â A 0.6932 D \$ 0 1,556.9073 I Trustee/401(k) Plan

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

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SEC 2270 (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)	8. Amount or Number of Shares
Employee Stock Option (Right to buy)	\$ 58.65 <sup>(2)</sup>	Â	Â	Â	Â Â	Date Exercisable: 05/17/2008 Expiration Date: 05/17/2017	Common Stock	24,
Performance Rights	\$ 0 <sup>(3)</sup>	Â	Â	Â	Â Â	12/31/2009 <sup>(3)</sup> 03/31/2010	Common Stock	4,2
Stock Option (Right to buy)	\$ 49.89	Â	Â	Â	Â Â	10/03/2002 10/03/2011	Common Stock	15,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NARDI THOMAS A 130 E. RANDOLPH DRIVE CHICAGO, IL 60601	Â	Â	Â Pres, IntegrYS Bus Sup, a sub	Â

## Signatures

By: Barth J. Wolf, as Power of Attorney For: Mr. Nardi

02/06/2008

\_\_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) Reflects clerical error made at conversion from Peoples Energy stock to Integrys Energy Group stock.
- (2) The option vests in four equal annual installments beginning on May 17, 2008.
- (3) The final number of shares issued will be based on company performance against an established industry benchmark for the performance period April 1, 2007, to December 31, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.