

INTEGRYS ENERGY GROUP, INC.

Form DEF 14A

March 29, 2013

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

**Integrys Energy Group, Inc.**

(Name of registrant as specified in its charter)

^

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

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(4) Date Filed:

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**Integrys Energy Group, Inc.**

130 East Randolph Street, Chicago, Illinois 60601

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD MAY 16, 2013**

The Integrys Energy Group annual meeting will be held on Thursday, May 16, 2013, at 10:00 a.m., Central Daylight Time, at the Weidner Center, on the campus of the University of Wisconsin – Green Bay, 2420 Nicolet Drive, Green Bay, Wisconsin. Our shareholders are asked to take action with respect to:

1. The election of William J. Brodsky, Albert J. Budney, Jr., Ellen Carnahan, Michelle L. Collins, Kathryn M. Hasselblad-Pascale, John W. Higgins, Paul W. Jones, Holly Keller Koepfel, Michael E. Lavin, William F. Protz, Jr., and Charles A. Schrock to one-year terms on the board of directors or until their successors have been duly elected;
2. The approval of a non-binding advisory resolution to approve the compensation of our named executive officers; and
3. The ratification of the selection of Deloitte & Touche LLP as the independent registered public accounting firm for Integrys Energy Group and its subsidiaries for 2013.

Also, as necessary or desirable, shareholders will consider and act upon any other business properly brought before the annual meeting and any adjournment or postponement thereof.

Our board of directors recommends a vote **FOR** each nominee identified in Item 1 above, and **FOR** Items 2 and 3 above. Only shareholders of record at the close of business on March 12, 2013, are entitled to notice of and to vote at the annual meeting.

You may vote your shares over the Internet at [www.proxyvote.com](http://www.proxyvote.com), by calling toll-free (800) 690-6903 (if calling within the United States), by completing and mailing a traditional proxy card, or in person at the annual meeting. We request that you vote in advance whether or not you attend the annual meeting. You may revoke your proxy at any time prior to the vote at the annual meeting by revoting through the website or telephone number listed above, returning a later-dated proxy card, notifying us in writing, or voting your shares in person at the meeting.

INTEGRYS ENERGY GROUP, INC.  
JODI J. CARO  
*Vice President, General Counsel and Secretary*

Chicago, Illinois

April 1, 2013

**The board of directors is soliciting your proxy. Your vote is important no matter how large or small your holdings. To ensure your representation at the meeting, please vote as promptly as possible by using the Internet or telephone or by signing, dating and returning a traditional proxy card, if you requested one.**

**Important Notice Regarding the Availability of**

**Proxy Materials for the Shareholder Meeting to be Held on May 16, 2013**

The proxy statement and annual report to shareholders, along with instructions on how to vote your shares, are available at [www.proxyvote.com](http://www.proxyvote.com).

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**2013 ANNUAL MEETING OF SHAREHOLDERS**

**PROXY STATEMENT**

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On or about April 1, 2013, we began distributing to our shareholders a notice regarding the availability of proxy materials containing instructions on how to access this proxy statement and our annual report and how to vote online. We also began mailing a full set of the proxy materials to shareholders who had previously requested delivery of the materials in a paper copy format.

**FREQUENTLY ASKED QUESTIONS**

**Q: What is this proxy statement asking me to do?**

**A:** All shareholders of Integrys Energy Group are being asked to vote on the items noted in response to the question entitled "What are the items to be voted on?" below.

**Q: Why did I receive a notice regarding the availability of proxy materials (notice) instead of the traditional proxy materials?**

**A:** The Securities and Exchange Commission's notice and access proxy rules permit companies to send shareholders a notice instead of a full printed set of proxy materials. The notice gives you instructions on how to view our proxy materials and vote online or, if you prefer, how to receive a full set of printed materials by mail.

There are several advantages to sending a notice instead of a full set of proxy materials, as it:

Reduces our printing and mailing costs, which increases shareholder value,

Reduces environmental impact, which saves trees and reduces fossil fuel consumption, and

Allows faster notification of how to access proxy materials, which are in an easily searchable format.

**Q: Who can attend the annual meeting?**

**A:** Anyone who is a shareholder as of the close of business on March 12, 2013, may attend the annual meeting and vote. This includes all shareholders holding Integrys Energy Group common stock on March 12, 2013. Each shareholder may be accompanied by one guest.

**Q: What constitutes a quorum?**

**A:** A quorum is the number of shares that must be voted at the meeting to lawfully conduct business. Votes of a majority of the shares entitled to vote constitute a quorum. As of the record date of March 12, 2013, a total of 78,548,281 shares were eligible to vote. Votes of 39,274,141 shares will constitute a quorum.

**Q: What are the items to be voted on?**

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**A:** You are being asked to vote on 1) the election of 11 individuals to the board of directors, 2) the approval of a non-binding advisory resolution to approve the compensation of our named executive officers, and 3) the ratification of the selection of Deloitte & Touche LLP as the independent registered public accounting firm for Integrys Energy Group and its subsidiaries for 2013, and to consider and act upon any other business that may be properly brought before the annual meeting and any adjournment or postponement thereof.

**Q: What happens if additional proposals are presented at the meeting?**

**A:** Our by-laws require advance notice of any matter to be brought before the annual meeting. We have not received any additional proposals that will need to be addressed at the meeting. Therefore, we are not required to present any other issues at the meeting. Additional issues may

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be presented at our discretion. If an additional proposal is brought up, the shares represented by proxy will be voted in accordance with the discretionary judgment of the appointed proxies, Charles A. Schrock and Jodi J. Caro.

**Q: How are directors elected?**

**A:** Assuming a quorum is present at our annual meeting, a majority of votes cast is required to elect each director. A majority vote will occur if the number of votes cast in favor of a director exceeds the number of votes cast in opposition to such director. Under Wisconsin law, if an incumbent director nominee does not receive a majority of votes cast, the incumbent director will continue to serve on the board of directors until his or her successor is elected and qualified. However, pursuant to our corporate governance guidelines, we have adopted a resignation policy relating to incumbent directors who are not elected. Our resignation policy is summarized in more detail below under the heading Election of Directors Majority Voting Policy.

**Q: How are voting results determined for the other proposals?**

**A:** Assuming a quorum is present at our annual meeting, voting results for the other proposals will be determined by majority vote. A majority vote will occur if the number of votes cast in favor of each of these proposals exceeds the number of votes cast in opposition to each proposal. Assuming a quorum is present, shares not voted at the annual meeting will not affect the outcome of these other proposals.

**Q: How are abstentions, broker non-votes and votes withheld treated?**

**A:** Abstentions, broker non-votes and votes withheld will be counted as present in determining whether there is a quorum for the meeting. However, they will not be counted as shares voted. A broker non-vote occurs when a broker submits a proxy card with respect to shares that the broker holds on behalf of another person, but declines to vote on a particular matter, either because the broker elects not to exercise its discretionary authority to vote on the matter or does not have authority to vote on the matter.

**Q: Who tabulates the votes?**

**A:** Our independent agent, Broadridge Financial Solutions, Inc., tabulates the votes. Representatives of Integrys Energy Group's Investor Relations department will also assist with the vote tabulation.

**Q: Is my vote confidential?**

**A:** Yes. Broadridge Financial Solutions, Inc. will hold your vote in confidence. Whether you vote your shares by Internet, telephone or mail, your vote will be received directly by Broadridge Financial Solutions, Inc. Broadridge Financial Solutions, Inc. will serve as inspector of elections, count all the proxies or ballots submitted, and report the vote at the annual meeting on May 16, 2013. For a discussion of how shares in our employee stock ownership plan trusts are voted, please see the question below entitled How are shares in the employee stock ownership plans trusts voted?

**Q: Do I need to attend the annual meeting in order to vote?**

**A:**

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No. You can vote your shares at any time prior to the annual meeting by using the Internet or telephone or by signing, dating and returning a traditional proxy card, if you requested one.

**Q: Who can vote?**

**A:** Anyone who owned Integrys Energy Group common stock as of the close of business on March 12, 2013, can vote. Each eligible share of Integrys Energy Group common stock is entitled to one vote. Your vote is important, and we encourage you to vote promptly.

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**Q: How do I vote?**

**A:** You may vote your shares by any of four methods:

- 1) Over the Internet at [www.proxyvote.com](http://www.proxyvote.com).
- 2) Over the telephone by calling toll-free (800) 690-6903 (if calling from within the United States),
- 3) Through the mail by returning a completed, signed and dated traditional proxy card, if you requested one, or
- 4) In person at the annual meeting.

You MAY NOT use your notice to vote your shares; it is NOT a form for voting. If you send the notice back, your vote will not count and you will be mailed a full set of printed materials so that you can vote by proxy card.

If you received a notice and wish to vote by traditional proxy card, you can request that a full set of materials be distributed to you by email or a traditional paper copy by mail, at no cost. You will need the 12-digit control number from the notice, which is identified by an arrow similar to the following: .. The proxy materials may be requested by any of the three methods below:

- 1) Over the Internet at [www.proxyvote.com](http://www.proxyvote.com).
- 2) Over the telephone by calling toll-free (800) 579-1639 (if calling from within the United States), or
- 3) By email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) (you will need to enter the 12-digit control number discussed above in the subject line of the email).

You may vote over the Internet or telephone until 11:59 p.m. Eastern Daylight Time on May 15, 2013. Votes provided through the mail via a completed traditional proxy card must be received by May 15, 2013. The only exceptions to these voting cut-off dates are as follows: 1) shares held in the employee stock ownership plan trusts must be received by May 14, 2013, to be voted at the annual meeting, and 2) shares issued under the Integrys Energy Group, Inc. Deferred Compensation Plan and the Integrys Energy Group, Inc. 2010 Omnibus Incentive Plan must be received by May 14, 2013, to be voted at the annual meeting. Stock owned in these plans may not be voted in person at the annual meeting.

Your completed proxy, whether voted over the Internet, by telephone or by a traditional proxy card, will be voted according to your instructions. If you submit a completed proxy without marking voting instructions, your proxy will be voted FOR the election of William J. Brodsky, Albert J. Budney, Jr., Ellen Carnahan, Michelle L. Collins, Kathryn M. Hasselblad-Pascale, John W. Higgins, Paul W. Jones, Holly Keller Koeppel, Michael E. Lavin, William F. Protz, Jr., and Charles A. Schrock; FOR the non-binding advisory resolution to approve the compensation of our named executive officers; and FOR the ratification of the selection of Deloitte & Touche LLP as the independent registered public accounting firm for Integrys Energy Group and its subsidiaries for 2013.

By voting your shares, you also authorize your shares to be voted on any other business that may properly come before the annual meeting, or any adjournment or postponement of the annual meeting in accordance with the judgment of the appointed proxies, Charles A. Schrock and Jodi J. Caro.

You have the right to change your vote anytime before the annual meeting by:

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- 1) Revoting over the Internet or telephone,
- 2) Notifying us in writing,
- 3) Returning a later-dated traditional proxy card, or
- 4) Voting in person at the annual meeting.

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**Q: If my broker holds my shares in street name, will my broker vote my shares for me?**

**A:** Your brokerage firm may permit you to vote by the Internet, by telephone or by mail. Brokerage firms have the authority under New York Stock Exchange rules to vote their client's unvoted shares on certain routine matters, like the ratification of Deloitte & Touche LLP as Integrys Energy Group's independent registered public accounting firm for 2013. So, even if you do not provide voting instructions to your brokerage firm, your brokerage firm may choose to vote for you on the ratification of the selection of Deloitte & Touche LLP as the independent registered public accounting firm for 2013. **All other items up for vote are not considered routine and can be voted only by your broker with your specific instructions.** Therefore, we urge you to respond to your brokerage firm so that your vote will be cast.

**Q: If my shares are held in street name, can I vote my shares in person at the annual meeting?**

**A:** If your shares are held in street name, you may vote your shares in person at the annual meeting **ONLY** if you bring a legal proxy to the annual meeting. The legal proxy would be provided by your broker, fiduciary, custodian or other nominee. You must request this legal proxy from your bank or broker as they will not automatically supply one to you.

**Q: What are the board of directors' voting recommendations?**

**A:** The board of directors recommends shareholders vote **FOR** the election of all of our nominees as directors, **FOR** the non-binding advisory resolution approving the compensation of our named executive officers, and **FOR** the ratification of Deloitte & Touche LLP as our independent registered public accounting firm for 2013.

**Q: What if I receive duplicate mailings?**

**A:** We are required to provide an annual report and proxy statement or notice of availability of these materials to all shareholders of record. If you receive duplicate mailings, there are a few possible reasons. First, it could mean your shares are in more than one stock account and you have opted out of householding, which is a procedure allowing shareholders who have the same mailing address and last name to receive one copy of the materials. Second, if you are both a registered shareholder and a beneficial shareholder you will receive two separate mailings. Registered shareholders hold their shares with our transfer agent and registrar, American Stock Transfer; whereas, beneficial shareholders hold their shares with a bank, broker, nominee or other fiduciary. Lastly, it could mean the tax identification number or stock registration on one of the accounts differs. Please vote all the shares that you own. If you would like to consolidate your accounts and receive only one mailing in the future, please contact Integrys Energy Group's Investor Relations department at (800) 228-6888. This will save printing and mailing costs, so please take advantage of this option.

**Q: How are shares in the employee stock ownership plans voted?**

**A:** If you own stock in the Integrys Energy Group Employee Stock Ownership Plan, or the Peoples Energy Employee Stock Ownership Plan, you may vote your shares by any of the following three methods:

1) Over the Internet at [www.proxyvote.com](http://www.proxyvote.com).

2) Over the telephone by calling toll-free (800) 690-6903 (if calling from within the United States), or

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- 3) Through the mail by returning a completed, signed and dated voting instruction card, if you requested one.

**Your vote must be received by May 14, 2013, to be voted at the annual meeting. Stock owned in these plans may NOT be voted in person at the annual meeting.**

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Broadridge Financial Solutions, Inc. will tabulate the votes of participants for each of these plans. The results of the vote received from these plans participants will serve as voting instructions to the plans trustee. The trustee of these plans, as of the record date, is Wells Fargo Bank N.A. The trustee will vote the plan shares as instructed by plan participants. If a participant in the Integrys Energy Group Employee Stock Ownership Plan does not provide voting instructions, the trustee, Wells Fargo Bank N.A., will not vote the participant s shares in the plan. If a participant in the Peoples Energy Employee Stock Ownership Plan does not provide voting instructions, the trustee, Wells Fargo Bank N.A., will vote shares allocated to the participant s plan account in the same proportion as those votes cast by other plan participants submitting voting instructions. Broadridge Financial Solutions, Inc. and Wells Fargo Bank N.A. will keep how you vote your shares confidential.

Shares held in the Peoples Energy Capital Accumulation Plan and the Peoples Energy Thrift Plan will be voted at the discretion of the trustee, Wells Fargo Bank N.A., and not by plan participants.

### **Q: How can a shareholder communicate with the board of directors directly?**

**A:** Any shareholder or interested party may communicate with the board of directors (or an individual director serving on the board of directors) by sending written communications, addressed to any director or to the board of directors as a group, in care of Integrys Energy Group, Inc., Attention: Secretary, 130 East Randolph Street, Chicago, Illinois 60601. The Secretary will ensure that this communication (assuming it is properly labeled to the board of directors or a specific director) is delivered to the board of directors or the specified director, as the case may be. However, commercial advertisements or other forms of solicitation will not be forwarded.

### **Q: When are shareholder proposals due to be included in the proxy for the 2014 annual meeting?**

**A:** Shareholder proposals must be received in writing by December 2, 2013, to be included in next year s proxy statement. Proposals should be submitted to Integrys Energy Group, Inc., Attention: Secretary, 130 East Randolph Street, Chicago, Illinois 60601.

### **Q: How can I help reduce costs for Integrys Energy Group?**

**A:** If you received a paper copy of this proxy statement by mail, you can help Integrys Energy Group reduce costs by electing to receive a paper notice of availability by mail or an email message that will provide a link to these documents on our website. By opting to receive the notice of availability and accessing your proxy materials online, you will save us the cost of producing and mailing documents to you, reduce the amount of mail you receive, and help preserve environmental resources. Please contact Integrys Energy Group s Investor Relations department at (800) 228-6888 for assistance.

### **Q: How can I subscribe to electronic delivery of annual reports and proxy materials?**

**A:** You can subscribe to electronic delivery of future annual reports and proxy materials by following the instructions listed above to vote using the Internet at [www.proxyvote.com](http://www.proxyvote.com) and, when prompted, indicating that you agree to receive or access proxy materials electronically in future years.

### **Q: Where can I find voting results from the meeting?**

**A:**

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The annual meeting voting results will be published in a Form 8-K, available no later than May 22, 2013, on Integrys Energy Group's website at [www.integrysgroup.com/investor](http://www.integrysgroup.com/investor) and can be accessed by selecting SEC Filings.

**Q: May I review the presentation made at the meeting if I can't attend?**

**A:** Yes. The speech from our Chairman, President and Chief Executive Officer will be posted on Integrys Energy Group's website at [www.integrysgroup.com/investor](http://www.integrysgroup.com/investor), and can be accessed by selecting Presentations.

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**ELECTION OF DIRECTORS**

Our board of directors has nominated William J. Brodsky, Albert J. Budney, Jr., Ellen Carnahan, Michelle L. Collins, Kathryn M. Hasselblad-Pascale, John W. Higgins, Paul W. Jones, Holly Keller Koepfel, Michael E. Lavin, William F. Protz, Jr., and Charles A. Schrock for election at our 2013 annual meeting, all of whom will serve one-year terms until the 2014 annual meeting. Two current directors, Keith E. Bailey and Pastora San Juan Cafferty, will not be standing for re-election due to retirement. Our board of directors has not nominated any replacement directors to fill these openings and instead has approved an amendment of our by-laws to reduce the number of directors from 13 to 11 effective at the 2013 annual meeting.

All of the above director nominees are currently serving as directors of Integrys Energy Group.

The tables on the following three pages set forth certain other information, as of March 1, 2013, about the individuals who have been nominated for election at our 2013 annual meeting. The role of an effective director inherently requires certain personal qualities, such as integrity, as well as the ability to comprehend, discuss and critically analyze materials and issues that are presented so that the director may exercise judgment and reach conclusions in fulfilling his or her duties and fiduciary obligations. We believe that the specific background of each nominee set forth in the information below, including, as applicable, past service with our company, evidences his or her ability to effectively serve as a director of Integrys Energy Group. Further, each nominee's background has provided the nominee with business acumen and a thoughtful approach to addressing issues that confront businesses. This combination of business background, skills and attributes led to the conclusion that each of the nominees should stand for election as a director of Integrys Energy Group.

The board of directors has no reason to believe that any of the nominees will be unable or unwilling to serve as a director if elected. If any nominee is unable or unwilling to serve, the shares represented by proxies solicited by the board of directors will be voted for the election of another person the board of directors may recommend.

**The board of directors recommends a vote FOR the election to the board of directors for each of the nominees listed on pages 7 through 9. Proxies solicited by the board of directors will be voted FOR the nominees unless the shareholder has specified otherwise.**

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Director nominees for election at our 2013 annual meeting are as follows:

Name	Age	Nominee s Qualifications	Years
William J. Brodsky (1)	69	Director	1997 present*
		IntegrYS Energy Group, Inc.	
		Chairman and Chief Executive Officer	2012 present
		CBOE Holdings, Inc.	
		Chairman and Chief Executive Officer	1997 present
		Chicago Board Options Exchange	
		Chief Executive Officer	1985 1997
		Chicago Mercantile Exchange	
Albert J. Budney, Jr.	65	Director	2002 present
		IntegrYS Energy Group, Inc.	
		President and Director	1999 2002
		Niagara Mohawk Holdings, Inc. (Holding company for electric and natural gas operations)	
		President and Director	1995 1999
		Niagara Mohawk Power Corporation (Regulated electric and natural gas utility)	
		Managing Vice President, Power Services Group	1994 1995
		UtiliCorp United, Inc.	

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(Holding company for electric and gas operations)

President

Missouri Public Service Company

1993 1994

(Regulated electric and natural gas utility)

Ellen Carnahan

57

Director

2003 present

IntegrYS Energy Group, Inc.

Principal

2008 present

Machrie Enterprises LLC

(Private equity and venture capital fund advisory services)

Managing Director

1988 2009

William Blair Capital Management LLC

(Venture capital fund management)

Managing Director

2006 2008

Seyen Capital Management LLC

(Venture capital fund management)

Michelle L. Collins (2)

52

Director

2011 present

IntegrYS Energy Group, Inc.

President

2007 present

Cambium LLC

(Business and financial advisory firm)

Managing Director and Co-Founder

1998 2006

Svoboda Capital Partners, LLC

(Private equity firm)

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Principal, Corporate Finance

Associate, Corporate Finance

1992 1997

William Blair & Company, LLC

1986 1991

(Investment banking firm)

\* Years of service includes years of service as a director of Peoples Energy Corporation prior to the merger with Integrys Energy Group, Inc. in 2007.

(1) Effective May 23, 2013, Mr. Brodsky will step down as Chief Executive Officer of CBOE Holdings, Inc. and of the Chicago Board Options Exchange, and will become Executive Chairman of both entities. Mr. Brodsky will continue to serve on the board of CBOE Holdings, Inc., which is a publicly held company.

(2) Ms. Collins also currently serves on the board of directors for the following publicly held company: Molex, Inc. She also currently serves as a trustee for the following registered investment funds: Wanger Advisors Trust and Columbia Acorn Trust. She has also served on the board of directors for the following publicly held company within the last five years: Bucyrus International, Inc.

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Name	Age	Nominee s Qualifications	Years
Kathryn M. Hasselblad-Pascale	65	Director	1987 present
		Integrys Energy Group, Inc.	
		Managing Partner	1997 present
		Hasselblad Machine Company, LLP (Manufacturer of automatic screw machine products)	
John W. Higgins	66	Director	2003 present*
		Integrys Energy Group, Inc.	
		Chairman and Chief Executive Officer	1980 present
		Higgins Development Partners, LLC (Real estate development services)	
Paul W. Jones (3)	64	Director	2011 present
		Integrys Energy Group, Inc.	
		Chairman	2013 present
		Chairman and Chief Executive Officer	2005 2012
		President and Chief Operating Officer	2004 2005
		A.O. Smith Corporation (Manufacturer of electric motors and water heating equipment)	
		Chairman and Chief Executive Officer	1998 2002
		U.S. Can Corporation (Manufacturer of container products)	
		Chief Executive Officer	1989 1998
		Greenfield Industries, Inc.	

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(Manufacturer of cutting tools and material removal products)				
Holly Keller Koeppel (4)	54	Director	2012	present
		Integrys Energy Group, Inc.		
		Co-Head	2010	present
		Citi Infrastructure Investors		
		(Investment fund)		
		Executive Vice President and Chief Financial Officer	2006	2009
		Executive Vice President of Utilities East	2004	2006
		Executive Vice President, Commercial Operations	2003	2004
		Executive Vice President, Energy Services	2002	2003
		Senior Vice President, Corporate Development and Strategy	2002	
		Vice President, New Ventures and Corporate Development	2000	2002
		American Electric Power Company, Inc.		
		(Holding company for electricity generation and distribution operations)		
Michael E. Lavin (5)	67	Director	2003	present*
		Integrys Energy Group, Inc.		
		Midwest Area Managing Partner	1993	2002
		Audit Partner	1977	2002
		KPMG, LLP		
		(Public accounting firm)		

\* Years of service includes years of service as a director of Peoples Energy Corporation prior to the merger with Integrys Energy Group, Inc. in 2007.

(3) Mr. Jones also currently serves on the board of directors for the following publicly held companies: Federal Signal Corporation and A.O. Smith Corporation. He has also served on the board of directors for the following publicly held company within the last five years: Bucyrus International, Inc.

(4) Ms. Keller Koeppel also currently serves on the board of directors for the following publicly held company: Reynolds American Inc.

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- (5) Mr. Lavin also currently serves on the board of directors for the following publicly held company: Tellabs, Inc. He has also served on the board of directors for the following publicly held company within the last five years: SPSS Inc.

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Name	Age	Nominee s Qualifications	Years
William F. Protz, Jr.	68	Director Integrys Energy Group, Inc.	2001 present
		Consultant President and Chief Executive Officer Santa s Best LLP (Manufacturer of Christmas decorations and accessories)	2003 2006 1991 2003
Charles A. Schrock	59	Director, Chairman, President and Chief Executive Officer Director, President and Chief Executive Officer Integrys Energy Group, Inc.	2010 present 2009 2010
		President and Chief Executive Officer President President and Chief Operating Officer Generation Wisconsin Public Service Corporation	2008 2009 2007 2008 2004 2007
		Senior Vice President WPS Resources Corporation	2003 2004
		President WPS Power Development, Inc.	2001 2003

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**Director Independence**

On February 14, 2013, the board of directors reviewed the business and other relationships of all current directors of Integrys Energy Group, including Keith E. Bailey and Pastora San Juan Cafferty, who will continue to be members of the board of directors until their expected retirement at our 2013 annual meeting. The board of directors affirmatively determined that all current directors other than Charles A. Schrock are independent as defined in the New York Stock Exchange listing standards, meet the categorical independence standards adopted by the board of directors (set forth below) and have no other material relationships with Integrys Energy Group. In addition, Keith E. Bailey, Pastora San Juan Cafferty, Ellen Carnahan, Michelle L. Collins, and Michael E. Lavin meet additional independence standards for audit committee members.

In reaching its determination that all current directors other than Charles A. Schrock are independent, the board of directors reviewed any transactions, relationships or arrangements that directors had with Integrys Energy Group during the last three years. Matters reviewed included the following types of transactions, relationships or arrangements:

William J. Brodsky, Pastora San Juan Cafferty, Kathryn M. Hasselblad-Pascale, and John W. Higgins are employed by entities that purchased energy-related services (electricity and natural gas) from affiliates of Integrys Energy Group. The amounts involved were determined not to be material enough to affect their independence.

Keith E. Bailey, William J. Brodsky, Pastora San Juan Cafferty, Ellen Carnahan, Michelle L. Collins, Kathryn M. Hasselblad-Pascale, Paul W. Jones, and Michael E. Lavin are affiliated with universities or other non-profit organizations to which affiliates of Integrys Energy Group have made charitable donations from time to time. The amounts were determined not to be material enough to affect their independence.

Keith E. Bailey serves as Non-Executive Chairman of an entity from which an affiliate of Integrys Energy Group has purchased coal through a competitive bidding process for use in electric generation units. Mr. Bailey is not an employee of the supplier and in his role as Non-Executive Chairman of the supplier is not involved in the decision-making process with respect to coal supply bids. Mr. Bailey's role as Non-Executive Chairman for this supplier was determined not to affect his independence based on the facts and circumstances noted above.

*Categorical Independence Standards for Directors*

A director who at all times during the previous three years has met all of the following categorical standards and has no other material relationships with Integrys Energy Group will be deemed to be independent:

1. Integrys Energy Group has not employed the director and has not employed (except in a non-executive officer capacity) any of his or her immediate family members. Employment as an interim Chairman or Chief Executive Officer does not disqualify a director from being considered independent following that employment.
2. Neither the director, nor any of his or her immediate family members, has received more than \$120,000 per year in direct compensation from Integrys Energy Group, other than director and committee fees, and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service). Compensation received by a director for former service as an interim Chairman or Chief Executive Officer need not be considered in determining independence under this test. Compensation received by an immediate family member for service as a non-executive employee of Integrys Energy Group need not be considered in determining independence under this test.

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3. The director (i) is not a current partner or employee of Integrys Energy Group's present internal or external auditor, (ii) was not within the last three years a partner or employee of Integrys Energy Group's present internal or external auditor that personally worked on Integrys Energy Group's audit within that time, (iii) does not have an immediate family member who is a current partner at Integrys Energy Group's present internal or external auditor, (iv) does not have an immediate family member who is a current employee of the company's present internal or external auditor that personally works on Integrys Energy Group's audit, and (v) does not have an immediate family member who was within the last three years a partner or employee of Integrys Energy Group's present internal or external auditor that personally worked on Integrys Energy Group's audit within that time.
4. Neither the director, nor any of his or her immediate family members, has been part of an interlocking directorate in which any of Integrys Energy Group's present executives serve on the compensation (or equivalent) committee of another company that employs the director or any of his or her immediate family members in an executive officer capacity.
5. Neither the director, nor any of his or her immediate family members (except in a non-executive officer capacity), has been employed by a company that makes payments to, or receives payments from, Integrys Energy Group for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues.
6. Neither the director, nor any of his or her immediate family members, has been an employee, officer or director of a foundation, university or other non-profit organization to which Integrys Energy Group gives directly, or indirectly through the provision of services, more than \$1 million per annum or 2% of the total annual donations received (whichever is greater).

In addition to satisfying the criteria set forth above, directors who are members of Integrys Energy Group's audit committee will not be considered independent for purposes of membership on the audit committee unless they satisfy the following additional criteria:

1. A director who is a member of the audit committee may not, other than in his or her capacity as a member of the audit committee, the board of directors, or any other board of directors committee, accept directly or indirectly any consulting, advisory, or other compensatory fee from Integrys Energy Group or any subsidiary thereof, provided that, unless the rules of the New York Stock Exchange provide otherwise, compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with Integrys Energy Group (provided that such compensation is not contingent in any way on continued service).
2. A director who is a member of the audit committee may not, other than in his or her capacity as a member of the audit committee, the board of directors, or any other board of directors committee, be an affiliated person of Integrys Energy Group.
3. If an audit committee member simultaneously serves on the audit committees of more than two other public companies, then the board of directors must determine that such simultaneous service would not impair the ability of such member to effectively serve on Integrys Energy Group's audit committee. Integrys Energy Group will disclose this determination in its proxy statement.

**Related Person Transaction Policy**

Our board of directors has adopted a written policy regarding related person transactions. Pursuant to this policy, all related person transactions are subject to approval or ratification. Each of our executive officers, directors or nominees for director is required to disclose to the governance committee certain information concerning related person transactions. Disclosure to the governance committee should

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occur on a timely basis after the executive officer, director or nominee for director becomes aware of the related person transaction, but in no case later than the time of the next circulation of an annual questionnaire requesting disclosure of any related person transactions that have occurred or are proposed to occur.

The governance committee's decision whether or not to approve or ratify a related person transaction is to be made in light of the governance committee's determination that consummation of the transaction is not or was not contrary to our best interests. In determining whether or not a related person transaction is not or was not contrary to our best interests, the governance committee considers the facts and circumstances regarding such transaction, including, among other things, the amounts involved, the relationship of the related person with our company and the terms that would be available in a similar transaction with an unaffiliated third party. The directors also consider their fiduciary duties, our company's obligations under applicable securities law, including disclosure obligations and director independence rules, and other applicable law in evaluating any related person transaction.

With respect to related person transactions:

A related person means any person who is, or was at some time since the beginning of the last fiscal year, (a) an executive officer, director or nominee for election as a director, (b) a greater than 5% beneficial owner of our common stock, or (c) an immediate family member of the foregoing; and

A related person transaction means any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which (a) the aggregate amount involved will or may be expected to exceed \$120,000 in any calendar year, (b) we are a participant, and (c) any related person has or will have a direct or indirect interest (other than solely as a result of being a director or a less than 10% beneficial owner of another entity).

Certain related person transactions are deemed pre-approved, including, among others, (a) any transaction with another company, or charitable contribution, grant or endowment to a charitable organization, foundation or university, at which a related person's only relationship is as an employee (other than an executive officer), director or beneficial owner of less than 10% of that company's shares, if the aggregate amount involved does not exceed the greater of \$1 million or 2% of the company's total annual revenues or the charitable organization's total annual receipts, and (b) any public utility services transactions or transactions (i) where the rates or charges involved are determined by competitive bids or (ii) that are made in the ordinary course of business on terms no less favorable to the company than those generally available from an unaffiliated third party under the same or similar circumstances.

## **Majority Voting Policy**

Our articles of incorporation, by-laws and corporate governance guidelines were amended in 2012 as a result of our shareholders approving the adoption of a majority voting policy at our annual meeting in 2012. As a result, commencing with our 2013 annual meeting, a majority of votes cast is required to elect each director. A majority vote will occur if the number of votes cast in favor of a director exceeds the number of votes cast in opposition to such director. Under Wisconsin law, if an incumbent director nominee is not re-elected, the incumbent director will continue to serve on the board of directors until his or her successor is elected and qualified. However, pursuant to our corporate governance guidelines, a resignation policy applies to incumbent directors who are not elected. Our resignation policy as it relates to incumbent directors who are not elected is discussed in further detail below. New nominees not already serving on the board and who fail to receive more votes in favor of their election than votes opposing their election in uncontested elections will not be elected to the board in the first instance. If a director's resignation is accepted by the board of directors, as discussed below, or if a

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nominee for director is not elected and the nominee is not an incumbent director whose term would otherwise have expired at the time of the election if a successor had been elected, then the board of directors may, as provided under Wisconsin law, our articles of incorporation and our by-laws, fill the resulting vacancy or reduce the size of the board of directors.

As noted above, a resignation policy applies to incumbent director nominees who are not elected. Pursuant to this policy, if an incumbent director does not receive a majority vote, within five days after certification of the shareholder vote such director will tender his or her resignation. An appropriate committee of the board of directors, normally the governance committee, will promptly consider the resignation and recommend to the board of directors as to whether to accept the tendered resignation or to reject it. In considering whether to accept or reject the tendered resignation, the committee will consider all factors it deems relevant, including whether the underlying causes of the majority against vote can be cured. Any director who tenders a resignation pursuant to this policy will not (1) participate in the recommendation of the committee regarding whether or not to accept that director's tendered resignation or (2) participate in the board of directors' deliberation or vote regarding whether or not to accept that director's tendered resignation.

The board of directors will act on the committee's recommendation no later than 90 days following the date of the shareholders' meeting where the election occurred unless the action to be taken would cause us to fail to meet any applicable requirement of the Securities and Exchange Commission or the New York Stock Exchange. In considering the recommendation of the committee, the board of directors will consider the factors considered by that committee and such other factors and information the board of directors believes to be relevant. Following the board of directors' decision on the committee's recommendation, we will publicly disclose the board's decision whether to accept the resignation as tendered, including an explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation.

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**ADVISORY RESOLUTION TO APPROVE COMPENSATION OF NAMED EXECUTIVE OFFICERS**

Our board of directors is committed to and recognizes the importance of responsible executive compensation practices. As discussed below, we have designed our executive compensation program to attract, motivate, reward, and retain senior management as required to achieve our corporate objectives and to increase long-term shareholder value.

As required by Section 14A of the Securities Exchange Act of 1934, we are providing our shareholders with an opportunity to provide an advisory vote to approve the executive compensation of our named executive officers. This advisory vote, which is commonly referred to as a Say on Pay Vote, is not binding. However, our board of directors and the compensation committee will review and consider the outcome of the advisory vote when making future compensation decisions for our executive officers. Shareholders are asked to vote on the following resolution:

RESOLVED, that the compensation paid to our named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the compensation discussion and analysis, and compensation tables and any related material disclosed in this proxy statement, is hereby APPROVED.

To assist shareholders in this non-binding advisory vote, below is a brief summary that describes the key fundamental aspects of our executive compensation program. In addition to reviewing the summary below, we encourage you to carefully review the information on our compensation policies and decisions regarding our named executive officers presented in the Compensation Discussion and Analysis on pages 26 to 43, as well as the information contained in the Compensation Tables on pages 44 to 56.

We employ a strong pay-for-performance philosophy for our entire senior management team, including our named executive officers. Our compensation philosophy and compensation programs have resulted in compensation that reflects our financial results and other performance factors described in the Compensation Discussion and Analysis, as well as stock price performance. We achieve these objectives through the following:

A total compensation package for our named executive officers that is targeted at the median of our peer companies;

A total compensation package that is structured so that a majority of each named executive officer's compensation opportunities are delivered through short- and long-term incentives;

A short-term incentive driven primarily by our financial earnings performance, and secondarily by key nonfinancial metrics;

A long-term incentive program that, in keeping with prevailing utility industry practice, primarily uses performance shares that are driven by our relative total shareholder return as compared to other utility industry peers, along with a mix of stock options and restricted stock units to further tie compensation to stock price performance as well as enhance retention; and

Stock ownership guidelines that continue to tie executives' interests to shareholders over the long term.

Furthermore, we do not use employment contracts with our executive team. Although we do have change in control arrangements with our executives, we believe our change-in-control arrangements are in the best interests of our shareholders, with payments provided only if both a change in control and subsequent employment termination occurs.

**The board of directors recommends a vote FOR the non-binding advisory resolution set forth above. Proxies solicited by the board of directors will be voted FOR this proposal unless the shareholder has specified otherwise.**



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**RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The audit committee selected Deloitte & Touche LLP, an independent registered public accounting firm, to audit the consolidated financial statements of Integrys Energy Group and its subsidiaries for the year ending December 31, 2013, as well as its internal control over financial reporting as of December 31, 2013, and requests that the shareholders ratify such selection. If shareholders do not ratify the selection of Deloitte & Touche LLP, the audit committee will reconsider the selection.

Audit services provided by Deloitte & Touche LLP in 2012 included the audit of the consolidated financial statements of Integrys Energy Group and its subsidiaries, reviews of interim condensed consolidated financial statements, the audit of Integrys Energy Group's internal control over financial reporting as of December 31, 2012, and consultations on matters related to accounting and financial reporting.

Deloitte & Touche LLP also provided certain audit-related and non-audit services to Integrys Energy Group and its subsidiaries during 2012, which were reviewed by the audit committee and are more fully described later in this proxy statement.

Representatives of Deloitte & Touche LLP are expected to attend the annual meeting, where they will be available to respond to questions and, if they desire, to make a statement.

**The board of directors recommends a vote FOR the ratification of the selection of Deloitte & Touche LLP as the independent registered public accounting firm for Integrys Energy Group and its subsidiaries for 2013. Proxies solicited by the board of directors will be voted FOR ratification of the selection of Deloitte & Touche LLP as the independent registered public accounting firm for Integrys Energy Group and its subsidiaries for 2013 unless the shareholder has specified otherwise.**

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**BOARD COMMITTEES**

**Leadership Structure**

Our board of directors is led by a Chairman, while our management team is led by a Chief Executive Officer (CEO), both positions being elected by our board of directors. Our by-laws and corporate governance guidelines provide our board of directors with the discretion to determine whether to combine or separate the positions of Chairman and CEO. Pursuant to our by-laws, if there is a separate Chairman, that person can be either an Executive Chairman who is employed as an executive officer of our company or can be a Non-Executive Chairman who is a non-employee director. Over time, our board of directors has chosen to combine and separate the Chairman and CEO roles at different points in time, based on the circumstances at that point in time.

Our board of directors currently believes it is in the best interests of our company to combine the positions of Chairman and CEO because this provides our company with unified leadership and direction. In addition, our current Chairman and CEO, Charles A. Schrock, has an in-depth knowledge of our business that enables him to effectively set appropriate board agendas and ensure appropriate processes and relationships are established with both management and the board of directors, as our board works to oversee our management and affairs.

Because our Chairman is not an independent director, our independent directors believe it is appropriate to select one independent director to serve as a Lead Independent Director. Pursuant to our current corporate governance guidelines, the Lead Independent Director serves a one-year term and may not serve more than three consecutive terms. Our Lead Independent Director works with our Chairman and CEO and other board members to provide strong, independent oversight of our management and affairs. Among other things, our Lead Independent Director serves as the principal liaison between the Chairman and our independent directors and chairs executive sessions that consist of only our independent directors. A more detailed description of the roles and responsibilities of our Chairman and of the Lead Independent Director is set forth in our corporate governance guidelines available on our website at [www.integrysgroup.com/investor](http://www.integrysgroup.com/investor), and can be accessed by selecting Corporate Governance, then Governance Documents.

Our current Lead Independent Director is Albert J. Budney, Jr. He was selected by our independent directors to serve a one-year term that commenced in May 2012. Our independent directors have selected Mr. Budney to be our Lead Independent Director effective for an additional one-year term commencing in May 2013, assuming Mr. Budney is re-elected as a director at our 2013 annual meeting.

**Risk Oversight Role**

Risk oversight is an important function of our board of directors. Our board of directors oversees an enterprise-wide approach to risk management that our management team has designed to support the achievement of organizational objectives, including strategic objectives, to improve long-term organizational performance, minimize our overall risk profile, and enhance shareholder value. Our board of directors recognizes that a fundamental part of risk oversight is not only understanding the risks we face and what steps our management team is taking to manage those risks, but also conferring with management as to what level of risk is appropriate for our businesses. The involvement of our full board of directors in setting our business strategy is a key part of assessing what constitutes an appropriate level of risk for our businesses. Selected members of our full board of directors (including the Lead Independent Director and the chairs of each committee) also participate in our annual enterprise risk management assessment, which is facilitated by our management team. In this process, risk is assessed throughout our businesses. Our management team assesses and prioritizes the risks identified during our annual assessment process, and these risks are then factored into our overall strategic business planning process that is reviewed with our board of directors.

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While our board of directors has overall responsibility for risk oversight, the board's various committees assist the board in carrying out the board's responsibility for risk oversight. In particular, the audit committee, which has specific responsibility for risk oversight related to financial reporting, also has the primary role of assisting our board of directors by ensuring that we have an appropriate overall risk oversight process. Each quarter, our management team refreshes and reassesses the status of the identified risks, including efforts taken to mitigate the risks. Our management team provides an enterprise-wide risk report on a quarterly basis to the audit committee, at which time the audit committee reviews the enterprise-wide risk report and inquires about management's mitigation efforts. The audit committee provides regular reports after these committee meetings to the full board of directors to ensure that the full board receives regular updates related to their risk oversight role. Additionally, on an annual basis, our management team directly provides the full board of directors with a report on the enterprise-wide risk management process and the status of management's efforts to mitigate the identified risks.

In addition to the lead role that the audit committee plays in assisting the board of directors in its risk oversight function, our other board committees are also involved in providing risk oversight as appropriate. For example:

Our compensation committee regularly reviews identified risk areas related to our executive compensation programs and also conducts an annual risk assessment of our compensation programs for all of our employees to ensure that our programs do not encourage excessive risk-taking;

Our environmental and safety committee regularly reviews environmental and safety-related compliance and related risk areas;

Our financial committee regularly reviews our financial plans and liquidity, including the amount and form of our capital financings, and also provides oversight of a detailed risk policy that covers our commodity hedging and trading programs; and

Our governance committee provides oversight over our ethics policy to ensure that the appropriate tone at the top is being provided. To facilitate the oversight role of these committees, our management team provides status reports on various risk areas identified during the annual enterprise-wide risk assessment process to either the full board of directors or the various committees throughout the year.

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The following table lists the committees of our board of directors, their members as of December 31, 2012, and the number of meetings held in 2012:

Director	2012 Committees of Board of Directors					
	Board of Directors	Audit	Compensation	Environmental and Safety	Financial	Governance
Keith E. Bailey	X	X			X*	
William J. Brodsky	X		X		X	
Albert J. Budney, Jr., Lead Independent Director	X					
Pastora San Juan Cafferty	X	X		X		
Ellen Carnahan	X	X				X*
Michelle L. Collins	X	X				X
Kathryn M. Hasselblad-Pascale	X		X	X*		
John W. Higgins	X		X*			X
Paul W. Jones	X		X		X	
Holly Keller Koepfel (1)	X			X		X
Michael E. Lavin	X	X*			X	
William F. Protz, Jr.	X			X		X
Charles A. Schrock, Chairman	X					
Number of Meetings in 2012	6	8	5	4	6	5

\* Denotes chair of committee.

(1) Ms. Keller Koepfel was elected to the board of directors effective May 10, 2012.

In 2012, all directors attended more than 75% of the aggregate number of all board of directors meetings and their assigned committee meetings. Under our corporate governance guidelines, all directors are expected to attend the annual meeting of shareholders. All directors attended the 2012 annual meeting, except Ms. Cafferty.

As Chairman, Mr. Schrock presides at all meetings of the board of directors, except during executive sessions of the non-management directors. Executive sessions of non-management directors (without management present) are held at each regularly scheduled board of directors meeting, with the Lead Independent Director presiding during each executive session. Any shareholder or interested party wishing to communicate with the Lead Independent Director may contact him by sending a written communication, addressed to the Lead Independent Director, in care of Integrys Energy Group, Inc., Attention: Secretary, 130 East Randolph Street, Chicago, Illinois 60601. The Secretary will ensure that this communication (assuming it is properly addressed to the Lead Independent Director) is delivered to the Lead Independent Director. However, commercial advertisements or other forms of solicitation will not be forwarded.

**Audit Committee**

On December 31, 2012, the audit committee consisted of five independent directors as follows: Keith E. Bailey, Pastora San Juan Cafferty, Ellen Carnahan, Michelle L. Collins, and Michael E. Lavin Chair. Effective February 14, 2013, Paul W. Jones was also appointed to the audit committee.

The board of directors has determined that all but one member meets audit committee financial expert requirements as defined by the Securities and Exchange Commission ( SEC ), and that all members

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are financially literate pursuant to New York Stock Exchange ( NYSE ) requirements. Mr. Bailey currently serves on the audit committee of Apco Oil & Gas International Inc., Ms. Collins currently serves on the audit committee of Molex, Inc., and Mr. Lavin currently serves on the audit committee of Tellabs, Inc.

Integrys Energy Group's securities are listed on the NYSE and are governed by its listing standards. All members of the audit committee meet the independence standards of the NYSE and Section 10A-3 under the Securities Exchange Act of 1934. In compliance with NYSE listing standards, in 2012 the audit committee received an annual report of the independent auditors regarding their internal quality control procedures, material issues raised from quality control reviews and government inquiries and relationships between the firm and Integrys Energy Group.

The audit committee is directly responsible for the selection, compensation and oversight of Deloitte & Touche LLP as its independent registered public accounting firm. Deloitte & Touche LLP reports directly to the audit committee. The audit committee is responsible for overseeing the resolution of any disagreements between Deloitte & Touche LLP and management. A written charter defining the responsibilities of the audit committee has been adopted and is reviewed annually.

*The information contained in this proxy statement with respect to the audit committee charter shall not be deemed to be soliciting material or deemed to be filed with the SEC or subject to Regulation 14A of the Securities Exchange Act of 1934, as amended, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent specifically requested by Integrys Energy Group or incorporated by reference in documents otherwise filed.*

**Principal Fees and Services Paid to Independent Registered Public Accounting Firm**

The following is a summary of the fees billed to Integrys Energy Group by Deloitte & Touche LLP for professional services performed for 2012 and 2011:

Fees	2012	2011
Audit Fees (a)	\$ 3,569,250	\$ 2,886,700
Audit Related Fees (b)	368,200	414,050
Tax Fees (c)	21,591	0
All Other Fees (d)	13,365	16,484
<b>Total Fees</b>	<b>\$ 3,972,406</b>	<b>\$ 3,317,234</b>

- (a) *Audit Fees.* Consists of aggregate fees billed to Integrys Energy Group and its subsidiaries for professional services rendered for the audits of the annual consolidated financial statements, reviews of the interim condensed consolidated financial statements included in quarterly reports and audits of the effectiveness of internal control over financial reporting of Integrys Energy Group and its subsidiaries. Audit fees also include services that are normally provided in connection with statutory and regulatory filings or engagements, including comfort letters, consents and other services related to SEC matters, and consultations arising during the course of the audits and reviews concerning financial accounting and reporting standards.
- (b) *Audit Related Fees.* Consists of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the consolidated financial statements or internal control over financial reporting and are not reported under Audit Fees. These services include employee benefit plan audits, accounting consultations in connection with potential transactions, due diligence projects, consultations concerning financial accounting and reporting standards, and examinations of forecasted financial statements in connection with rate filings.
- (c) *Tax Fees.* Consists of fees billed for professional services rendered for tax compliance.

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- (d) *All Other Fees.* Consists of other fees billed to Integrys Energy Group and its subsidiaries for products and services other than the services reported above. These other services primarily consist of training and subscription services. These services have been deemed to be permissible non-attest services and pre-approval was obtained from the audit committee.

In considering the nature of the services provided by the independent registered public accounting firm, the audit committee determined that such services are compatible with the provision of independent audit services. The audit committee discussed these services with the independent registered public accounting firm and Integrys Energy Group's management and determined that they are permitted under the rules and regulations concerning auditor independence promulgated by the SEC to implement the Sarbanes-Oxley Act of 2002, as well as those of the American Institute of Certified Public Accountants. The audit committee has approved in advance 100% of the services described in the table above under *Audit Fees*, *Audit Related Fees*, *Tax Fees*, and *All Other Fees* in accordance with its pre-approval policy.

***Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm***

Consistent with SEC policies regarding auditor independence, the audit committee has responsibility for appointing, setting compensation and overseeing the work of the independent registered public accounting firm. In recognition of this responsibility, the audit committee has established a policy regarding the pre-approval of all audit and permissible non-audit services provided by the independent registered public accounting firm.

The audit committee will annually pre-approve a list of select services and a maximum fee per engagement for these services that would not require management to obtain specific approval from the committee on an individual basis. Other services (not on the pre-approved list or individual engagements for services on the pre-approved list that exceed the dollar limit) would require additional approval of the audit committee. If pre-approval is necessary between audit committee meetings, the audit committee chair or his designated alternate may provide approval. The audit committee may specifically delegate its pre-approval authority to the chair and any audit committee member designated as an alternate. Approvals provided by any member to whom authority is delegated must be presented to the full audit committee at its next scheduled meeting.

Integrys Energy Group's external auditors are absolutely prohibited from performing certain non-audit services, including:

Bookkeeping or other services related to the accounting records or financial statements;

Financial information systems design and implementation;

Appraisal or valuation services, fairness opinions, or contribution-in-kind reports;

Actuarial services;

Internal audit outsourcing services;

Management functions or human resources;

Broker-dealer, investment advisor or investment banking services;

Legal and expert services unrelated to the audit; and

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Other services the Public Company Accounting Oversight Board chooses to prohibit.

In addition, Integrys Energy Group has a written policy addressing the hiring of current or former employees of the independent registered public accounting firm. This policy restricts the hiring of current or former employees of the independent registered public accounting firm in certain situations. The policy also requires consultation with the Corporate Controller, legal counsel and the independent registered public accounting firm to ensure compliance with SEC rules. Pursuant to the policy, the Chief Financial Officer must approve any offer of employment.

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### **Compensation Committee**

On December 31, 2012, the compensation committee consisted of four independent directors as follows: William J. Brodsky, Kathryn M. Hasselblad-Pascale, John W. Higgins Chair, and Paul W. Jones. Effective February 14, 2013, Paul W. Jones was replaced by Michael E. Lavin on the compensation committee. Each member of the compensation committee meets the independence requirements as defined in the New York Stock Exchange listing standards.

The compensation committee evaluates the performance of the CEO, defines and establishes executive compensation strategy for Integrys Energy Group and recommends to the board of directors compensation, bonuses and benefits for the CEO, executive officers and certain other officers as determined from time to time. A written charter defining the responsibilities of the compensation committee has been adopted.

### **Environmental and Safety Committee**

On December 31, 2012, the environmental and safety committee consisted of four independent directors as follows: Pastora San Juan Cafferty, Kathryn M. Hasselblad-Pascale Chair Holly Keller Koepfel, and William F. Protz, Jr. Effective February 14, 2013, Ellen Carnahan was also appointed to the environmental and safety committee.

The environmental and safety committee reviews the environmental and safety strategy, performance and compliance plans of Integrys Energy Group and the related management systems that are used to ensure compliance with environmental and safety regulations and stewardship. A written charter defining the responsibilities of the environmental and safety committee has been adopted, which requires this committee to consist of at least three independent directors.

### **Financial Committee**

On December 31, 2012, the financial committee consisted of four independent directors as follows: Keith E. Bailey Chair, William J. Brodsky, Paul W. Jones, and Michael E. Lavin. Effective February 14, 2013, Paul W. Jones was appointed the Chair and Michael E. Lavin was replaced by William F. Protz, Jr. on the financial committee.

The financial committee acts in an advisory and consulting capacity to management regarding capitalization, dividend and investment policies, and other financial matters. The financial committee also provides assistance to the board of directors relating to financing strategy, financial policies and the financial condition of Integrys Energy Group. A written charter defining the responsibilities of the financial committee has been adopted, which requires this committee to consist of at least three independent directors.

### **Governance Committee**

On December 31, 2012, the governance committee consisted of five independent directors as follows: Ellen Carnahan Chair, Michelle L. Collins, John W. Higgins, Holly Keller Koepfel, and William F. Protz, Jr. Each individual met the independence requirements as defined in the New York Stock Exchange listing standards. Effective February 14, 2013, Michelle L. Collins was appointed Chair, and Ellen Carnahan and William F. Protz, Jr. were removed in conjunction with appointments to other committees as noted above.

The governance committee provides oversight on the broad range of issues surrounding composition, operation and compensation of the board of directors, identifying and recommending individuals qualified to become board members and recommending corporate governance guidelines for Integrys Energy Group to the board of directors. A written charter defining the responsibilities of the governance committee has been adopted.

The governance committee will consider individuals recommended by shareholders for nomination as a director. Recommendations for consideration by the governance committee should be sent to

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Integrys Energy Group, Inc., Attention: Secretary, 130 East Randolph Street, Chicago, Illinois 60601, together with appropriate biographical information concerning each proposed nominee. As provided in our by-laws, any proposed nominees and appropriate biographical information must be submitted to the Secretary between January 16, 2014, and February 15, 2014, for consideration at our 2014 annual meeting. For more detailed information regarding the process to submit an individual for consideration as a director nominee and the qualifications necessary to become a director of Integrys Energy Group, shareholders should review our by-laws, corporate governance guidelines and the governance committee charter.

In identifying potential nominees and determining which nominees to recommend to the board of directors, the governance committee may retain the services of a professional search firm or other third-party advisor. In connection with each vacancy, the governance committee will develop a specific set of characteristics for the vacant director position. The governance committee will look at nominees it identifies and any nominees identified by shareholders on an equal basis using these characteristics and the general criteria identified below.

The governance committee selects nominees on the basis of knowledge, experience, skills, expertise, diversity, personal and professional integrity, business judgment, time availability in light of other commitments, absence of conflicts of interest and such other relevant factors that the governance committee considers appropriate in the context of the needs of the board of directors at that time. At a minimum, each director nominee must have displayed the highest personal and professional ethics, integrity, values and sound business judgment. In considering the diversity of a candidate, the governance committee considers a variety of factors including but not limited to age, gender, ethnicity, experience and background. When considering nominees, the governance committee seeks to ensure that the board of directors as a whole possesses, and individual members possess at least one of, the following competencies: (1) accounting and finance, (2) business judgment, (3) management, (4) industry knowledge, (5) leadership, and (6) strategy and vision. In addition, the governance committee ensures that at least one director has the requisite experience and expertise to be designated as an audit committee financial expert as defined by the SEC. The governance committee looks at each nominee on a case-by-case basis regardless of who recommended the nominee. In screening director nominees, the governance committee will review potential conflicts of interest, including interlocking directorships and substantial business, civic, and social relationships with other members of the board of directors or management that could impair the prospective nominee's ability to act independently.

### **AVAILABLE CORPORATE GOVERNANCE INFORMATION**

Our articles of incorporation, by-laws, code of conduct, corporate governance guidelines, and charters of all current board committees are available on our website at [www.integrysgroup.com/investor](http://www.integrysgroup.com/investor), and can be accessed by selecting Corporate Governance, and then Governance Documents.

**Table of Contents****OWNERSHIP OF VOTING SECURITIES****Beneficial Ownership**

The following table indicates the shares of our common stock and stock options beneficially owned by our directors, nominees and executive officers as of March 1, 2013. None of the persons listed beneficially owns shares of any other class of our equity securities. Each director or officer has sole voting and investment power with respect to the shares reported, unless otherwise noted. No voting or investment power exists related to the stock options reported until exercised.

Name and Title	Amount and Nature of Shares Beneficially Owned March 1, 2013		
	Aggregate Number of Shares Beneficially Owned (1)	Number of Shares Subject to Stock Options	Percent of Shares
Keith E. Bailey, Director	18,942	0	*
William J. Brodsky, Director	36,246 (2)	0	*
Albert J. Budney, Jr., Director	21,493 (3)	0	*
Pastora San Juan Cafferty, Director	16,352 (4)	0	*
Ellen Carnahan, Director	28,695	0	*
Michelle L. Collins, Director	5,323	0	*
Kathryn M. Hasselblad-Pascale, Director	31,870 (5)	0	*
John W. Higgins, Director	11,639	0	*
Paul W. Jones, Director	5,411	0	*
Holly Keller Koepfel, Director	3,172	0	*
Michael E. Lavin, Director	17,017	0	*
William F. Protz, Jr., Director	187,389 (6)	0	*
Charles A. Schrock, Director, Chairman, President and Chief Executive Officer	415,513	297,022	*
Joseph P. O Leary, Senior Vice President	347,175	263,550	*
Lawrence T. Borgard, President and Chief Operating Officer Utilities	150,409	106,088	*
Phillip M. Mikulsky, Executive Vice President Corporate Initiatives and Chief Security Officer	99,183	59,718	*
Mark A. Radtke, Executive Vice President Shared Services and Chief Strategy Officer	195,326	140,690	*
All 23 directors and executive officers as a group	1,827,206 (7)	1,026,049	2.33%

\* Less than 1% of Integrys Energy Group outstanding shares of common stock.

(1) Aggregate number of shares beneficially owned includes:

- a) shares and share equivalents of common stock held in the Integrys Energy Group Employee Stock Ownership Plan and the Integrys Energy Group, Inc. Deferred Compensation Plan;
- b) stock options exercisable within 60 days of March 1, 2013;
- c) restricted stock units vested within 60 days of March 1, 2013; and

- d) performance shares paid out within 60 days of March 1, 2013.

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- (2) Includes 186 shares held in the Misty Jo Limited Partnership investment account.
- (3) Includes 800 shares owned by spouse.
- (4) Includes 2,311 shares held in two trusts.
- (5) Includes 3,531 shares owned by spouse.
- (6) Includes 103,841 shares held in two trusts for which Mr. Protz is the trustee and in which his spouse is a 1/16<sup>th</sup> beneficiary. As trustee, Mr. Protz controls the voting of the shares and can direct the trust to sell or retain the shares. Also includes 45,031 shares owned by his spouse.
- (7) Includes 156,250 shares held by spouses or in trusts.

The following table provides information as of December 31, 2012, regarding beneficial ownership by the only persons known to us to own more than 5% of our common stock. The beneficial ownership set forth below has been reported on Schedule 13G filings with the SEC by the beneficial owners.

Name and Address of Beneficial Owner	Voting Power		Investment Power		Aggregate	
	Sole	Shared	Sole	Shared	Number of Shares Beneficially Owned	Percent of Shares
BlackRock, Inc. 55 East 52 <sup>nd</sup> Street New York, NY 10022	7,191,454	0	7,191,454	0	7,191,454	9.19%
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	210,027	0	4,739,354	125,127	4,864,481	6.21%
State Street Corporation One Lincoln Street Boston, MA 02111	0	3,986,952	0	3,986,952	3,986,952	5.10%

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires executive officers, directors and persons who beneficially own more than 10% of our common stock to file reports of changes in ownership of our common stock with the SEC within 2 business days following such change. We have reviewed statements of beneficial ownership furnished to us and written representations made by our executive officers and directors. Based solely on this review, we believe that our executive officers and directors timely filed all reports they were required to file under Section 16(a) in 2012 except for

William F. Protz, Jr., who reported one transaction late.

**Table of Contents****Equity Compensation Plan Information**

The following table sets forth information as of December 31, 2012, regarding total shares subject to outstanding stock options and rights and total additional shares available for issuance under our existing equity compensation plans.

<b>Plan Type</b>	<b>Number of Securities to be Issued</b>	<b>Weighted Average Exercise Price of Outstanding Options, Warrants, and Rights</b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Shares Reflected in Column (a))</b>
	<b>Upon Exercise of Outstanding Options, Warrants, and Rights</b>		
	<b>(a)</b>	<b>(b)</b>	<b>(c)</b>
Equity Compensation Plans Approved by Security Holders	2,849,452 (1)	\$49.25	2,421,052
Equity Compensation Plans Not Approved by Security Holders	Not Applicable	Not Applicable	Not Applicable
<b>Total</b>	<b>2,849,452</b>	<b>\$49.25</b>	<b>2,421,052</b>

(1) Includes 297,407 target performance shares and 505,690 restricted stock units under the Integrys Energy Group, Inc. 2010 Omnibus Incentive Plan that are not taken into account in calculating the weighted average exercise price reflected in column (b). As of March 1, 2013, there were 2,354,785 stock options outstanding for Integrys Energy Group common stock (with a weighted-average exercise price of \$50.18 and weighted average remaining life of 6.25 years). In addition, as of March 1, 2013, there were 290,150 target performance share awards outstanding and 489,201 shares issuable upon vesting of all outstanding restricted stock units. As of March 1, 2013, approximately 1,753,841 shares remain available for issuance under the Integrys Energy Group, Inc. 2010 Omnibus Incentive Compensation Plan, all of which could be granted as awards of stock options, stock appreciation rights, performance stock rights, restricted stock or other stock-based awards. The Integrys Energy Group, Inc. 2010 Omnibus Incentive Compensation Plan is the only existing plan under which future grants may be made. The Integrys Energy Group, Inc. Deferred Compensation Plan is not included in the Equity Compensation Plan table above because this plan is a noncompensatory plan under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718 Stock Compensation.

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**EXECUTIVE COMPENSATION**

**Compensation Discussion and Analysis**

We are providing a thorough discussion and analysis of our executive compensation program to our shareholders so that they will continue to have confidence in the integrity and design of our executive compensation program. As stated on page 14 in this proxy statement, our shareholders are being asked to approve a non-binding advisory resolution related to our executive compensation program. We encourage our shareholders to review the summary of our executive compensation program on page 14 that accompanies the advisory vote item. In addition, the discussion below and the executive compensation tables that follow provide more detailed information related to our executive compensation program.

We believe that our executive compensation program appropriately aligns pay with performance and plays a key role in achieving our business goals and creating shareholder value as well as supporting our values and beliefs.

All important aspects of our executive compensation program are reviewed below, including our overall compensation philosophy, pay for performance, and how our board of directors' compensation committee (which is comprised of independent directors) establishes and administers our executive compensation program. Our discussion and analysis focuses on each of the key components of our executive compensation program during 2012 for the following named executive officers:

Charles A. Schrock, Chairman, President and Chief Executive Officer (CEO)

Joseph P. O'Leary, Senior Vice President and Chief Financial Officer (CFO)

Lawrence T. Borgard, President and Chief Operating Officer - Utilities

Phillip M. Mikulsky, Executive Vice President - Business Performance and Shared Services

Mark A. Radtke, Executive Vice President and Chief Strategy Officer

**Compensation Philosophy and Objectives**

In designing and administering the company's executive compensation program, the compensation committee is guided by an overall philosophy that emphasizes pay for performance and includes the following key objectives:

Reward executive performance consistent with our objectives, including operational effectiveness and financial results, which in turn should create value for our shareholders and reduce the need for, or the size of, rate increases for our utility customers;

Align executive efforts with our core values of integrity, innovation, safety, collaboration, respect for employees, service to customers, value creation for our shareholders and support for the communities we serve;

Attract, retain, motivate and develop a highly qualified executive staff;

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Provide a mix of fixed and variable pay, as well as a mix of short-term and long-term incentives to appropriately balance executive focus on short-term and long-term goals and avoid excessive risk-taking; and

Provide a mechanism for executives to have a stake in the company through stock ownership.

These objectives are embedded in the design of our executive compensation program in a way that we believe rewards performance, reinforces the right behaviors, and contributes to short-term and long-term business results. They also help us attract and retain highly qualified executives who are committed to the long-term success of the company and value creation for our shareholders.

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We implement our executive compensation philosophy through the following programs:

<b>Compensation</b>	<b>Program</b>	<b>Objectives Achieved</b>	<b>Fiscal 2012 Actions</b>
Annual Cash Compensation	Base Salary	Market-Competitive Compensation (targeted at 50 <sup>th</sup> percentile) to Attract Highly Qualified Executives	3% general wage increase for named executive officers (NEOs) other than Mr. Borgard, who received a 10% increase, to bring base pay closer to market median.
	Short-Term Incentive Plan with goals based on:	Reward for Company Performance	Financial metric derived from earnings per share instead of consolidated net income.
	Financial metrics such as Diluted Earnings Per Share (EPS) 70% weighting	Market-Competitive Compensation to Attract Highly Qualified Executives	Target annual incentive opportunity unchanged for all NEOs.
	Nonfinancial metrics such as safety, customer satisfaction, environmental impact, and incentive plan achievement for certain named subsidiaries 30% weighting	Shareholder Alignment	
Long-Term Incentive Compensation	Long-Term Incentive Plan with three award types:	Reward for Company Performance	Long-term incentive opportunity unchanged for all NEOs other than Mr. Schrock, whose target long-term incentive opportunity was raised from 225% to 250% to bring his long-term incentive opportunity closer to market median.
	Performance Shares tied to Total Shareholder Return 60% weighting	Market-Competitive Compensation to Attract Highly Qualified Executives	
	Stock Options 20% weighting	Retention	
Benefits	Restricted Stock Units 20% weighting	Shareholder Alignment	
	Retirement/Health, Welfare and Other Benefits	Market-Competitive Compensation to Attract Highly Qualified Executives	Unchanged from prior year.
		Retention	

In addition to these compensation programs, we provide change in control agreements for selected executive officers. These agreements have double triggers, which provide executive officers compensation if there is a change in control and the executive officer is either terminated without cause or the executive leaves for good reason, as defined in the agreements. These agreements help us to attract and retain talented executives that actively seek to maximize shareholder value, even if it means pursuing a transaction that might result in their termination.

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### **Overview of 2012 Business Results and Performance-Based Compensation**

Overall, business conditions for 2012 remained challenging. Similar to 2011, in which most of our executives received a 3% increase in base pay, our compensation committee approved base pay increases of 3% for 2012 for all but one of our named executive officers to ensure base pay remained market competitive. One named executive officer received a larger increase of 10% to ensure base pay was closer to market median.

Most of the short-term incentive compensation for our named executive officers is tied to financial performance with 70% of the incentive tied to the Diluted EPS Adjusted measure for all of our named executive officers. As reflected below, the Diluted EPS Adjusted measure was above threshold and resulted in an above threshold payout for that portion of the award:

Overall, our performance on nonfinancial measures, which comprises 30% of the short-term incentive target for all named executive officers, was mixed, with more favorable safety results than in previous years. Additional information regarding our nonfinancial measures can be found below under the heading Key Components of our Executive Compensation Program Short-Term Incentive Compensation.

For the February 2010 performance share grant (performance for the three-year period ending December 31, 2012), which represents 60% of the target long-term incentive opportunity for our named executive officers, our Total Shareholder Return (TSR) ranked at the 65<sup>th</sup> percentile relative to the performance share comparator group. As a result, our named executive officers earned 130% of the target award under the terms of the plan related to the 2010-2012 performance period.

Executive short-term incentive payouts have declined during the three years preceding 2012, with average payout percentages based on targeted incentive for our named executive officers of 108.05% in 2009, 85.97% in 2010, and 67.01% in 2011. Performance share payouts for the multi-year cycles ending in 2009, 2010, and 2011 were 62%, 65% and 124% of target payouts based on relative TSR performance.

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### **Outlook for our 2013 Executive Compensation Program**

We expect that 2013 will be a year where we will need to continue to work diligently to achieve our business goals. We have worked to ensure that our executive compensation program remains consistent with our compensation philosophy and is structured to help us achieve our goals. In developing compensation plans for fiscal year 2013, the compensation committee considered the positive say on pay vote of our shareholders at our 2012 annual meeting of shareholders. Taking into consideration the results of the shareholder vote, and as we further describe in this Compensation Discussion and Analysis, the compensation committee has kept in place for 2013 similar executive compensation program components as were disclosed in our 2012 proxy statement.

The compensation committee will continue to regularly review our executive compensation program throughout 2013, including monitoring rule-making developments related to the 2010 Dodd-Frank financial reform legislation.

### **Role of the Compensation Committee and Advisors to the Committee**

#### ***Purpose and Membership in 2012***

The compensation committee of the board of directors has the authority to set policy for executive compensation, and to establish and administer the executive compensation program for the company and its subsidiaries consistent with our compensation philosophy. For the majority of 2012, the compensation committee consisted of:

William J. Brodsky

Kathryn M. Hasselblad-Pascale

John W. Higgins, Chair

Paul W. Jones

#### ***Decision-Making Process***

The compensation committee generally adheres to objective criteria and a structured method of determining compensation, with discretionary decision-making in limited circumstances. Compensation decisions made by the compensation committee rely on market trends and performance at the corporate, business unit and individual levels. The compensation committee also may review the compensation history of the named executive officers, but it is only a minor factor in setting future compensation for our named executive officers. The compensation committee reserves the right to modify or discontinue elements of the executive compensation program, and to revise compensation levels after considering qualitative and quantitative facts and circumstances surrounding actual or projected financial results, individual performance, market trends, as well as its view of the appropriate balance among base salary, annual short-term incentive compensation, long-term incentive compensation and other benefits.

#### ***Use of Independent Compensation Consultant***

The compensation committee engages an independent compensation consultant to evaluate executive compensation, to discuss general compensation trends, to provide competitive market data and to assist our human resources department and our CEO in developing recommendations to present to the compensation committee. The compensation consultant provides the compensation committee with advice, consultation and market information on a regular basis throughout the year. Only the compensation committee has the authority to continue or discontinue its relationship with the compensation consultant. In this regard, the compensation committee maintains frequent contact with the compensation consultant and regularly reviews the independence of and the performance of the consultant.



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For 2012, the compensation committee engaged Exequity LLP as its independent executive compensation consultant. Exequity does not provide any other consulting services to the company. The compensation committee has affirmatively determined that Exequity's services have not raised any conflicts of interest.

Although the compensation committee's compensation consultant provides a review of market data for consideration by the compensation committee in setting senior executive compensation levels and programs (including compensation levels and programs for our named executive officers), the compensation committee's compensation consultant generally does not make specific recommendations on individual compensation amounts for our named executive officers, nor does the consultant determine the amount or form of executive compensation. Decisions on senior executive compensation levels and programs are recommended and/or made by the compensation committee, with approval as appropriate from the board of directors. The compensation committee and the full board of directors approve the use of all equity grants for executives as well as non-executives.

In performing its duties, the committee's compensation consultant is instructed to perform independent research based on competitive market data of similarly sized companies in the utility/energy services industry and in the broader general industry. The committee's compensation consultant uses both proprietary compensation surveys and the consultant's knowledge of industry practices in its research. For 2012, the compensation committee's compensation consultant assisted the compensation committee by providing a competitive compensation analysis of the company's executive positions, an analysis of pay for performance, an overview of compensation trends and proposed legislation, a review of peer company executive benefits and prerequisites, and reviews of various incentive plan practices.

### ***Management's Advisory Role***

During meetings of the compensation committee, the CEO and certain other officers may be present when executive compensation considerations are discussed by the compensation committee. The Vice President - Human Resources and the CEO typically provide information and recommendations to the compensation committee for their consideration. Specifically, the CEO serves in an advisory role to the compensation committee regarding executive compensation for the named executive officers, other than himself. This includes discussion of executive performance (as described below in this section under the heading "Executive Performance"). In addition, the CEO participates in discussions on short-term incentive measures and performance levels for the company as a whole and for the named executive officers as a group, some of which may apply to the CEO's short-term compensation. Although the CEO's recommendations are given significant weight by the compensation committee, the compensation committee remains responsible for all decisions on compensation levels for the named executive officers as well as our executive compensation policies and programs. In fulfilling its responsibilities related to executive compensation, the compensation committee meets in executive session without management at each of its meetings and also meets in executive session at least annually with the compensation consultant.

The CEO provides the compensation committee with an assessment of his own performance during the year. However, the CEO does not make recommendations with regard to his own pay and is not present when his own compensation is considered. Rather, such discussions occur in executive session with the compensation committee's compensation consultant present and no management team members present.

In the CEO's advisory role to the compensation committee, he does not have the authority to call a meeting of the compensation committee.

**Table of Contents****Setting Compensation Levels*****Benchmarking***

Our objective is to use competitive market data to establish the total compensation target at or near the median level of a utility/energy industry peer group. This competitive market data is used to determine the compensation levels for the named executive officers and the key elements of their compensation. The compensation committee generally adheres to objective criteria and a structured method of determining compensation. To determine base salaries and equity grants for the named executive officers, the compensation committee relies primarily on median competitive market data. Occasionally the compensation committee may make minor adjustments to a named executive officer's compensation based on individual performance as discussed below in this section under the heading Executive Performance. To the extent that base salaries and equity grants vary by professional role in the marketplace, the base salaries and equity grants of the named executive officers will vary, sometimes significantly. These variations are supported by the competitive market data reviewed and provided by the independent compensation consultant.

For example, consistent with the level of responsibility and the executive compensation practices of the companies in the market data discussed below, CEOs typically earned significantly more in base salary, annual incentive and long-term incentive equity grants than other named executive officers. This resulted in our CEO being eligible to receive a higher percentage of base salary in annual and long-term incentives than our other named executive officers.

The compensation committee uses information from its compensation survey and performance peer groups, as well as other market data that it deems appropriate to ensure that our executive compensation program will achieve its desired goals. For the purposes of reviewing and setting compensation for 2012, the compensation committee used a utility/energy industry peer group developed by its independent outside compensation consultant to review competitive market data. The utility/energy industry peer group was comprised of the following companies, which on average correspond with our size and scope in the utility/energy industry:

AGL Resources Inc.	NSTAR
Alliant Energy Corporation	NV Energy, Inc.
Ameren Corporation	OGE Energy Corp
Atmos Energy Corporation	Pepco Holdings, Inc.
Avista Corporation	Pinnacle West Capital Corporation
CenterPoint Energy, Inc.	PNM Resources, Inc.
CMS Energy Corporation	Portland General Electric Company
DPL Inc.	PPL Corporation
DTE Energy Company	Progress Energy, Inc.
Energen Corporation	SCANA Corporation
EQT Corporation	TECO Energy, Inc.
Hawaiian Electric Industries, Inc.	Westar Energy, Inc.
MDU Resources Group, Inc.	Wisconsin Energy Corporation
Nicor, Inc.	Xcel Energy Inc.
Northeast Utilities System	

With respect to the utility/energy industry peer group, we generally review only aggregate data (i.e., 25<sup>th</sup>, 50<sup>th</sup> and 75<sup>th</sup> percentiles) and do not review data specific to an individual company.

We intend to continue our strategy of compensating our named executive officers at market competitive levels, with an opportunity to earn above-median compensation for above-market performance or, in the alternative, to earn less than market for below-market performance. This is achieved through programs that emphasize performance-based incentive compensation in the form of

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cash and equity-based awards. To that end, total executive compensation for our named executive officers is tied directly to performance and is structured to ensure that, due to the nature of our business, executive focus is appropriately balanced between short-term and long-term performance, so that shareholder value can be maximized with appropriate focus on risk management.

Based on our analysis, we believe that the total compensation paid or awarded to our named executive officers during 2012 was consistent with our financial and operational performance and the individual performance of each of our named executive officers. We also believe that the total compensation was reasonable and is consistent with our compensation philosophies as described above.

### ***Executive Performance***

The compensation committee reviews each named executive officer's individual performance, other than the CEO's, with the CEO in setting the named executive officer's compensation levels. Short-term incentive payouts are typically based on company performance results, and not on individual performance. For those compensation components where individual performance is a consideration, individual performance is typically considered in a general way and may result in minor adjustments to compensation levels.

As part of assessing named executive officers' individual performance each year, the compensation committee considers information provided by the CEO regarding the named executive officers (other than himself) throughout the year. The primary assessment of named executive officer performance normally occurs during an executive session at the compensation committee's December meeting. During this session, the CEO reviews the individual performance of the other named executive officers. Our CEO summarizes information to be included in the annual performance review that is provided to each named executive officer. The annual performance review for each named executive officer reflects an assessment of how well the named executive officer fulfilled his or her executive responsibilities, achieved assigned goals and demonstrated core competencies. Core competencies include, but are not necessarily limited to, facilitate and manage change, build and sustain relationships, lead a successful team, coach, motivate and develop others, strategic leadership and business acumen. In addition to summarizing the individual performance of a named executive officer reflected in the officer's annual performance review, our CEO also reviews with the compensation committee, as appropriate, the named executive officer's contributions to (1) our financial and operational results, (2) achievement of our customer service goals, (3) advancing our core values, (4) developing leaders, and (5) succession planning.

The compensation committee in conjunction with the Lead Independent Director also reviews and discusses the CEO's annual performance in executive session at its December meeting, and periodically throughout the year as needed. During these discussions, the CEO is not present. The compensation committee's determination as to the CEO's individual performance is reviewed by the full board of directors. The CEO is also excused from the discussion that the board of directors has regarding the CEO's performance, although the board of directors does review its conclusions with the CEO.

### ***Consideration of Risks Associated with Our Executive Compensation Program***

In formulating and evaluating material elements of compensation available to our named executive officers, the compensation committee takes into consideration whether any such programs may encourage our named executive officers to take excessive risks. As part of these considerations and consistent with its compensation philosophy, the compensation committee is determined to formulate annual and long-term incentive compensation programs that do not encourage excessive risk taking as an inherent part of the applicable plan design. The compensation committee believes that our current annual and long-term incentive programs discourage excessive risk taking by our named executive officers, in that:

Significant compensation elements under both plans include stock-based compensation with multiple-year vesting periods along with stock-ownership guidelines;

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The financial metrics utilized are earnings per share-based focusing on continuing business operations with results adjusted from Generally Accepted Accounting Principles in accordance with the plan design, and are widely utilized measurements of shareholder value;

No changes to short-term or long-term incentive program financial goals are made after the initial establishment of such elements by the compensation committee;

The nonfinancial metrics utilized focus on operational results tied to delivering timely and quality services to customers in a safe and environmentally friendly way;

Excessive compensation payment opportunities are avoided due to plan design and limitations on payout levels;

The annual incentive is based on multiple measures, both financial and nonfinancial;

The committee approves both the plans and the payouts under the plans; and

Salaries are competitive with market and are a basic element of overall compensation.

***Consideration of Tax and Accounting Matters***

Our compensation committee has considered the implications of Section 162(m) of the Internal Revenue Code in making decisions concerning compensation design and administration. Our compensation committee views tax deductibility as an important consideration and intends to maintain deductibility wherever possible, but also believes that our business needs should be the overriding factor in compensation design. Therefore, the compensation committee believes it is important to maintain flexibility and has not adopted a policy requiring that specific programs meet the requirements of performance-based compensation under Section 162(m). Our compensation committee also considers tax implications for executives and structures its compensation programs to comply with Section 409A of the Internal Revenue Code. Accounting and cost implications of compensation programs are considered in program design; however, the main factor is alignment with our business needs.

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### **Key Components of our Executive Compensation Program**

The key components of our executive compensation program are base salary, annual short-term incentive compensation, long-term incentive compensation (performance shares, nonqualified stock options and restricted stock units) and other benefits. In this mix of compensation, at-risk compensation is a significant portion of total compensation. Base salary can be less than one-half of overall compensation received by our named executive officers, as shown in the chart below. Short-term and long-term incentives make up the remainder of direct compensation and, except for restricted stock units, are performance-based, with a greater weighting on long-term incentives. We are placing a greater weighting on long-term incentives because we believe that this most effectively encourages our executive officers to work to generate long-term shareholder value. We also believe that this weighting better aligns the interests of our executive officers with our long-term interests, by discouraging undue risk-taking, promoting ownership in the company and encouraging retention.

All matters discussed below pertain to our executive compensation program that was in place during 2012. For a discussion of major changes made to the executive compensation program for 2013, please see the discussion above under the heading Outlook for our 2013 Executive Compensation Program.

### ***Base Salary***

Base salary is used to provide cash income to executives to compensate them for services rendered during the fiscal year. At least annually, the compensation committee's compensation consultant reviews competitive market benchmark data with the compensation committee. Market comparisons are based on the median (50<sup>th</sup> percentile) base salary for substantially equivalent positions of companies in the utility/energy industry peer group, depending on the position. Salary increases for 2012 were determined by the compensation committee based on recommendations of the CEO, which may include overall company performance and individual performance of the executive as discussed above, and the compensation committee's evaluation of current market data as provided by the independent executive compensation consultant hired by the compensation committee. In December 2011, the compensation committee granted a base salary increase for 2012 of 3% for all of the named executive officers except Mr. Borgard, who received a 10% increase to bring his base pay closer to market median. Base salaries for 2012 for the named executive officers were competitive with the market median at the time that the base salaries were approved. Setting base salary at or near market median levels allows the company to be competitive in the marketplace.

**Table of Contents****Short-Term Incentive Compensation**

All of our named executive officers participated in the Integrys 2012 Executive Incentive Plan (referred to as the incentive plan). The purpose of the incentive plan is to:

Focus executive employees on assisting the company in achieving objectives key to its success;

Recognize the leadership of key employees in achieving our financial and operating objectives; and

Provide compensation opportunities that closely reflect the pay levels at companies in the utility/energy industry peer group. Annual incentive payments under the incentive plan are based on financial and nonfinancial performance goals. The overall target payout for the named executive officers is established based on the utility/energy industry peer group market median (50<sup>th</sup> percentile). We consider stretch performance objectives in determining performance measures and payout levels. Using stretch performance objectives results in most performance measures being increased from the prior year levels to accentuate continuous improvement in year-over-year objectives. These levels provide a reduced payout for partially meeting objectives (above threshold performance levels) and a strong incentive, generally two times target level, for superior performance.

Our incentive plan provided short-term incentive compensation for our named executive officers based on the attainment of the performance goals and weightings described below:

	Schrock	O Leary	Borgard	Mikulsky	Radtke
<b>Financial Goals</b>					
Diluted EPS Adjusted (1)	70%	70%	70%	70%	70%
<b>Nonfinancial Goals</b>					
Environmental Impact (2)	10%	10%	10%	10%	5%
Customer Satisfaction Utility Customers (3)	10%	10%	10%	10%	5%
Safety (4)	10%	10%	10%	10%	5%
Subsidiary-Specific Annual Incentive Plan Results (5)	N/A	N/A	N/A	N/A	15%
N/A Not applicable					

- (1) Performance is measured based on Integrys Energy Group diluted earnings per share, which is based on forecasted net income available for common shareholders used to establish investor guidance, and adjusted on an after-tax basis.
- (2) Performance is measured based on the implementation of projects and activities in 2012 that reduced annual emissions of carbon dioxide (CO<sub>2</sub>) and other greenhouse gases.
- (3) Performance is measured based on customer satisfaction through surveys performed by an outside vendor as compared to survey results of other regional benchmark energy suppliers.
- (4) Performance is measured based on Occupational Safety and Health Administration (OSHA) recordable incident rates determined on an Integrys Energy Group consolidated basis, except for Mr. Borgard. Mr. Borgard's measure is based on OSHA recordable incident rates only at our regulated utility subsidiaries.

- (5) Performance is measured based on actual incentive plan results for Integrys Transportation Fuels, LLC.

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Under the incentive plan, no payouts for financial measure results are made to any of our named executive officers if the Diluted EPS Adjusted threshold level is not attained. In addition, incentive plan payouts related to nonfinancial measures are reduced by 50% if the Diluted EPS Adjusted threshold level is not attained.

Threshold, target and superior performance levels for each goal, as well as the weighting of each measure, are recommended by the human resources department, CFO and CEO (excluding his own) based on historical results, anticipated business conditions, and goals and objectives of the company. After considering these recommendations, as well as the input of the independent compensation consultant, the compensation committee determines the final levels. For each of the short-term incentive measures, the compensation committee sets specific performance levels early in the plan year and factors in stretch performance objectives in developing the performance measures. Threshold levels represent minimally acceptable performance, target levels represent performance that should typically be achievable in any given year, and superior levels represent stellar performance beyond that typically achievable in any given year.

Provided below are the specific payout levels established for 2012 for each of our named executive officers for the incentive plan:

Named Executive Officer	Payout Levels (as a Percent of Actual Paid Base Salary)		
	Threshold	Target	Superior
Charles A. Schrock	0	100.0	200.0
Joseph P. O'Leary	0	65.0	130.0
Lawrence T. Borgard	0	70.0	140.0
Phillip M. Mikulsky	0	60.0	120.0
Mark A. Radtke	0	65.0	130.0

Provided below are threshold, target and superior levels, as well as information related to actual results achieved for 2012 and related payout percentages for our financial measures:

Financial Measure	2012 Actual Results Payout				
	Threshold	Target	Superior	Amount	% of Target
Diluted EPS Adjusted	\$ 3.38	\$ 3.64	\$ 3.90	\$ 3.44	23.1%

In making the determination as to the payout related to the financial measure, as provided for in the incentive plan approved by the compensation committee at the beginning of the year, the compensation committee concluded that certain adjustments to the Diluted EPS Adjusted measure were appropriate because the events were nonrecurring in nature and the accounting effects of these items were not indicative of the performance of our named executive officers during 2012. The types of these adjustments were specifically allowed for in the incentive plan and included adjustments related to Integrys Energy Group's nonregulated operations, including mark-to-market adjustments and discontinued operations, as well as an adjustment for a tax impact resulting from healthcare legislation reform. The total adjustment to the Diluted EPS Adjusted result was \$(0.29), with the largest adjustment resulting from a noncash charge related to mark-to-market adjustments at Integrys Energy Services, Inc. All adjustments approved by the compensation committee were consistent with the types of adjustments allowed under the incentive plan.

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The 2012 nonfinancial measures and performance range results are provided in the following table:

Nonfinancial Measures	Range of Performance Result
Environmental Impact	Below Threshold
Customer Satisfaction Utility Customers	Below Threshold
Safety	Between Target and Superior
Subsidiary-Specific Annual Incentive Plan Results	Between Threshold and Target

The amount of total payouts awarded under the incentive plan for our named executive officers for 2012, along with payout percentages as a percent of targets and individual base salary earnings are summarized in the following table:

	Schrock	O Leary	Borgard	Mikulsky	Radtke
Amount of Payout	\$ 256,790	\$94,331	\$ 105,369	\$73,530	\$66,803
Payout as a Percent of Target	28.79%	28.79%	28.77%	28.79%	26.21%
Payout as a Percent of Base Salary	28.79%	18.71%	20.14%	17.27%	17.04%

We believe it is important to establish performance targets and incentives that align executive compensation with financial and operational performance, promote value-driven decision making by executives and provide total compensation levels that are competitive in the market. Payout is made on any individual measure with results above threshold provided that no payout for any financial measure is made unless the Diluted EPS Adjusted threshold is reached. Company performance and the use of stretch performance objectives have had an effect on payout levels, with payouts for our named executive officers ranging from 26.21% to 91.73% of target and from 17.04% to 91.56% of actual paid base salary during the 2010 through 2012 plan performance periods.

**Long-Term Incentive Compensation**

We believe that equity-based compensation ensures that our executives have a continuing stake in the long-term success of the company and also serves to discourage undue risk-taking for only short-term gain. In a manner consistent with our overall compensation philosophy, we have adopted certain long-term compensation plans that utilize various equity-based compensation awards, including performance shares, nonqualified stock options and restricted stock units.

For long-term incentive awards granted to our named executive officers in February 2012, long-term incentive compensation was comprised of 60% performance share awards, 20% nonqualified stock options and 20% restricted stock units. This mix is intended to provide balance between performance-oriented long-term incentive vehicles (performance shares and stock options) and retention-oriented long-term incentive vehicles (restricted stock units). While we also consider the mix of long-term incentives provided by our benchmark companies, we primarily structure the long-term incentive mix based on compensation objectives of the company. The amount of total long-term incentive received by each named executive officer is determined by the compensation committee and recommended to the board of directors, which relies on the market median data reviewed by the compensation committee. The compensation consultant provides the market median data to the compensation committee based on the benchmarking comparator group. In addition, the performance of each named executive officer may be considered, as discussed above.

The target value of the aggregate long-term incentive compensation granted for 2012 as a percent of annualized base salary for each named executive officer was 250% for Charles A. Schrock, 160% for Joseph P. O Leary, 175% for Lawrence T. Borgard, 125% for Phillip M. Mikulsky, and 133% for Mark A. Radtke. These grants were made as performance shares, nonqualified stock options and restricted stock units, as discussed below.

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### *Performance Shares*

We believe that the granting of Integrys performance shares encourages our named executive officers to direct their efforts in a manner consistent with the optimization of total shareholder return (TSR), and to create shareholder value that is superior to that of the company's peers.

Performance share awards are based on TSR over a three-year period. During the three-year period, there are no dividends paid to participants nor do participants have voting rights over the shares subject to the award. Performance shares represent 60% of the total long-term incentive opportunity for each named executive officer. At the end of the three-year period, the compensation committee makes a relative comparison of the company's TSR to the TSR of the performance share comparator group selected by the compensation committee for the three-year period, and determines the number (if any) of performance share awards to issue. The performance share comparator group used to determine the number of shares earned consists of all energy/utility companies that are included in the Standard & Poor's 1500 Index on both the first and last day of the performance period (approximately 70 energy/utility companies). At the end of a performance period, the compensation committee makes a recommendation to the board of directors regarding the amount of payout based on this method of measuring performance.

The number of shares to be provided at target is based on market median levels of incentive compensation, competitiveness of the total compensation package and individual performance. A new three-year performance period starts annually. If our TSR is at the 50<sup>th</sup> percentile (target level) of the performance share comparator group, as determined by the compensation committee, a payout of 100% of target award is made. If our TSR is at the 25<sup>th</sup> percentile (threshold level), a payout of 50% of the target award is made. If our TSR is below the 25<sup>th</sup> percentile, no payouts are made. If our TSR is at the 90<sup>th</sup> percentile (superior level), a payout of 200% of the target award is made. If our TSR results are in between the threshold, target and superior levels, payouts are determined based on interpolation. For the February 2010 performance share grant (performance period ended on December 31, 2012), our TSR ranked at the 65<sup>th</sup> percentile, relative to the performance share comparator group. As a result, our named executive officers earned 130% of the target award under the terms of the plan related to the 2010-2012 performance period. Final approval of grants is made by the board of directors after considering the recommendation of the compensation committee.

### *Nonqualified Stock Options*

We believe that the granting of company stock options serves to encourage the named executive officers to direct efforts that will ultimately lead to an increase in shareholder value. The number of stock options granted is based on market median levels of incentive compensation, competitiveness of the total compensation package, individual performance, and the desired mix of long-term incentive awards. The number of stock options granted represents 20% of the total long-term incentive opportunity for each named executive officer. Consistent with the plan document, option grants have strike prices equal to the closing market price of a share of common stock on the date the options are granted. One quarter of the options granted vest each year on the grant anniversary date. All options have a 10-year term from the date of grant. There are no dividends or voting rights associated with stock options. Final approval of grants is made by the board of directors after considering the recommendation of the compensation committee.

### *Restricted Stock Units*

We believe that the granting of restricted stock units serves to increase retention of executives, establishes an incentive to continually improve TSR, and provides another alternative for executives to increase stock ownership in our company, all of which should help increase shareholder value. The number of restricted stock units granted is based on market median levels of incentive compensation, competitiveness of the total compensation package, individual performance, and the desired mix of

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long-term incentive awards. The number of restricted stock units granted represents 20% of the total long-term incentive opportunity for each named executive officer. The company's restricted stock units have a four-year vesting schedule (25% per year), and do not give the named executive officers voting rights until vested. With respect to the restricted stock units granted in 2012, dividends are deemed to be reinvested in additional shares of restricted stock units, which are released according to the vesting schedule. Final approval of grants is made by the board of directors after considering the recommendation of the compensation committee.

### ***Other Benefits and Plans***

We have certain other benefits and plans which provide, or may provide, cash compensation and other benefits to our named executive officers. These benefits and plans include a nonqualified deferred compensation plan, a qualified pension plan, a nonqualified pension restoration and supplemental retirement plan, life insurance, perquisites and change in control agreements. The compensation committee considers all of these plans and benefits when reviewing total compensation of our named executive officers.

### ***Deferred Compensation Plan***

Our named executive officers may participate in the nonqualified Integrys Energy Group, Inc. Deferred Compensation Plan (referred to as the deferred compensation plan) with the approval of the compensation committee. This nonqualified benefit allows eligible executives to defer 1% to 80% of base salary, annual short-term incentive, and long-term incentive compensation (other than stock options) on a pre-tax (federal and state) basis. The deferred compensation plan also provides for a matching contribution credit for any reduction in the matching contribution the executive receives under the Employee Stock Ownership Plan (ESOP) due to the executive's election to defer base salary or annual short-term incentive compensation to the deferred compensation plan.

Several investment types are available to eligible executives, as listed below:

**Reserve Account A** This option is no longer available after 1995 for additional deferrals. Money previously deferred to Reserve Account A receives accrued interest based on the greater of 6.0% or our consolidated return on common equity, as calculated on April 1 and October 1 each year. This account is currently providing an above-market rate of return of 7.1016%, which exceeds 120% of the applicable federal long-term rate of 2.84%. An executive may transfer amounts from Reserve Account A to another available investment option, but once transferred, the amounts cannot be allocated back to Reserve Account A.

**Reserve Account B** This option is no longer available for deferrals made after March 31, 2008. This account provides for an interest accrual equal to the greater of 6.0% or 70% of our consolidated return on common equity. This account is currently providing an above-market rate of annual return of 6.0%, which exceeds 120% of the adjusted applicable federal long-term rate of 2.84%. An executive may transfer amounts from Reserve Account B to another available investment option, but once transferred, the amounts cannot be allocated back to Reserve Account B.

**Mutual Fund Account** This option is available for base compensation and annual incentive deferrals and, effective April 1, 2008, performance share deferrals. These options generally provide the executive with the ability to elect the same investment funds provided by the Integrys Energy Group 401(k) Plan for Administrative Employees.

**Locked Stock Unit Account** This is a company stock unit account to which is credited deferrals that an executive is not allowed to convert to other investment types. This includes pre-April 1, 2008, deferrals related to grants from long-term performance shares, deferrals of restricted stock or restricted stock units that became vested prior to April 1, 2008, annual

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incentive award payouts with respect to which the executive received a 5% premium for amounts allocated to stock units, and the pre-2008 ESOP matching contribution credit to replace company contributions that would have normally been made to the ESOP except for the executive's deferrals to the deferred compensation plan. Deferrals into this account are not allowed to be converted to other investment types. This account also holds unvested deferred restricted stock units with vesting dates on or after April 1, 2008; upon vesting, these amounts are transferred to the Discretionary Stock Unit Account discussed below.

**Discretionary Stock Unit Account** This is a company stock unit account available for deferrals that may be transferred to or from this account from another available option, or vice versa.

Base compensation deferrals may be changed one time per year prior to the beginning of each calendar year. Deferrals of annual short-term or long-term incentive compensation must be made in accordance with rules prescribed by the compensation committee, which generally require that the executive's election be in place either prior to the beginning of the calendar year in which the award is granted (with respect to awards that are subject to time-based vesting) or at least six months prior to the last day of the incentive performance period (in the case of eligible performance-based awards). The rates of return on the investment accounts ranged from 1.31% to 22.01% for the 12-month period ending December 31, 2012. More information regarding contributions, earnings and balances held by each of our named executive officers is presented in the Nonqualified Deferred Compensation Table for 2012.

*Qualified Pension Plan*

Our named executive officers are eligible to participate in the qualified Integrys Energy Group, Inc. Retirement Plan (referred to as the pension plan) upon completion of one year of service and 1,000 or more hours of work during that year. The pension plan requires three years of employment or the attainment of age 65 to be vested in the plan.

The pension income benefit under the pension plan is equal to the total service percent multiplied by final average pay. The pension income benefit consists of a lump sum benefit, which may be converted into an actuarially equivalent annuity with monthly payments. Final average pay is the average of the last 60 months or the 5 highest calendar years' compensation within the 10-year period immediately preceding the participant's termination of employment, whichever is greater, up to Internal Revenue Service (IRS) pay limits. Eligible compensation considered under the plan includes base salary, annual short-term incentive payout and bonuses. The total service percent for eligible service-based annual accruals varies from 9% to 15% per year (9% to 13% for employees hired after January 1, 2001), depending on the number of years of service. Participants actively employed on January 1, 2001, earned a pension transition benefit based on age and service, up to 115% of final average pay.

In addition, if an employee who was hired prior to January 1, 2001, terminates employment on or after attainment of age 55 (but prior to 65) and completion of five or more years of service, the plan provides for a monthly supplemental benefit equal to \$800 per month payable until age 65. For an employee hired on or after January 1, 2001, the pension supplement is available if the employee terminates employment on or after attainment of age 55 (but prior to 65) and completes 10 or more years of service, and consists of a monthly benefit payable until age 65 equal to \$40 times years of credited service to maximum of 20 years. If the pension income benefit is paid in a lump sum, the pension supplement is automatically converted into and paid at the same time as an actuarially equivalent lump sum.

Only service through December 31, 2012, and compensation through December 31, 2017, will be recognized in calculating benefits. Employees hired on or after January 1, 2008, are not eligible for the pension plan.

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Provided below is the pension service credit for each of our named executive officers:

<b>Named Executive Officer</b>	<b>Annual Percentage Credit Earned in 2012</b>	<b>Accumulated Total Service Credits Earned as of December 31, 2012</b>
Charles A. Schrock	15%	514%
Joseph P. O'Leary	11%	108%
Lawrence T. Borgard	15%	410%
Phillip M. Mikulsky	15%	651%
Mark A. Radtke	15%	431%

The pension plan does not allow for granting of additional service credit not otherwise authorized under the plan terms. Provided in the Pension Benefits Table for 2012 below is a tabulation of the present value of the accumulated pension benefit for each of our named executive officers, using full years of credited service only.

*Pension Restoration and Supplemental Retirement Plan*

Our named executive officers receive nonqualified pension restoration and supplemental retirement benefits under the nonqualified Integrys Energy Group, Inc. Pension Restoration and Supplemental Retirement Plan. In the ensuing discussion and in the Nonqualified Deferred Compensation Table for 2012 below, we refer to the pension restoration benefit portion of this plan as the pension restoration plan and we refer to the supplemental retirement benefit portion of this plan as the SERP.

Pension restoration benefits are based upon the difference between (1) the benefit the executive would have been entitled to under the pension plan if the maximum benefit limitation under IRS Section 415 and the compensation limitation under IRS Section 401(a)(17) did not apply, and if all base compensation and annual incentive amounts had been paid to the executive in cash rather than being deferred into the deferred compensation plan, and (2) the executive's actual benefit under the pension plan. The Nonqualified Deferred Compensation Table for 2012 below provides information on the deferrals into the pension restoration plan and earnings for each named executive officer.

Supplemental retirement benefits provide income replacement when taking into account other retirement benefits provided to the named executive officer and ensures that the named executive officer will receive 60% of final average pay (calculated to include both base salary and short-term incentive compensation payments over the last 36 months or the 3 preceding years, whichever is higher). To qualify for the full supplemental retirement benefit, the executive must have completed 15 years of service and retire/terminate after age 62. Reduced benefits are payable if the executive has attained age 55 and completed 10 years of service at retirement or termination.

The pension restoration and SERP benefits are designed to retain key management employees who are important to the successful operation of the company. The Pension Benefits Table for 2012 below provides information regarding the present value of accumulated benefits under the pension restoration plan and the SERP for each named executive officer.

Beginning in 2008, we made the decision to move away from the use of defined benefit pension plans for all non-union employees, including executives, because of market trends. A 10-year transition period applies, which means that for new non-union employees hired after 2008, no qualified and nonqualified defined benefit pension plans will exist for future benefit accruals. These plans are being replaced with defined contribution plans.

*Life Insurance*

Our named executive officers are eligible for an enhanced life insurance benefit of up to 3 times their annual base salary, with a maximum benefit level (taking into account both employer-provided

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coverage and any supplemental coverage that the officer voluntarily purchases) of \$1,500,000. Accidental death and dismemberment coverage is also provided for these same named executive officers up to 3 times their annual base salary, subject to a separate \$1,500,000 maximum benefit level. The IRS requires that imputed income be calculated and recorded for company-paid life insurance in excess of \$50,000. In compliance with IRS regulations, imputed income is recorded to the extent that an executive's life insurance benefit exceeds this limit. Listed below is the life insurance coverage in place as of December 31, 2012, for each named executive officer:

Named Executive Officer	Life Insurance Coverage (\$)
Charles A. Schrock	1,500,000
Joseph P. O'Leary	650,000
Lawrence T. Borgard	1,500,000
Phillip M. Mikulsky	1,284,000
Mark A. Radtke	1,182,000

*Perquisites*

Our named executive officers are provided with a modest level of personal benefits. These may include payments for executive physicals, financial counseling, home office equipment and office parking.

*Change in Control Agreements*

We have had change in control agreements in place for a long period of time. These agreements are important to ensuring that our named executive officers actively seek to maximize shareholder value, even if it means pursuing a transaction that might result in their termination. Before we entered into the change in control agreements, we engaged a compensation consultant to provide information and advice as to what were competitive payments, benefits, terms and conditions of change in control agreements. We then used this information to structure payment and benefit levels that were competitive in the marketplace, along with appropriate triggers.

The compensation committee has authorized each of our named executive officers to receive protection and associated benefits in the event of a covered termination following a change in control of the company. The agreement with our named executive officers contains a double trigger arrangement, whereby a payment is made only if there is a change in control of Integrys Energy Group and the executive is actually terminated or terminates employment under certain circumstances after being demoted or after certain other adverse changes in the executive's working conditions or status. Specifically, benefits under such an agreement would be triggered if both of the following occur: 1) a change in control event occurs in which a single entity takes ownership of 30% or more of our voting securities, a merger or sale occurs that results in Integrys Energy Group stock constituting less than 50% of the surviving company stock, or a merger or consolidation occurs where the company is not the surviving company; and 2) the event results in the loss of the executive's job or the executive incurs a significant adverse change in his or her working conditions or status compared to the executive's prior position and the executive terminates employment as a result. The agreement also contains confidentiality and non-compete clauses. For specific details regarding change in control benefits, please see the discussion below under the heading Termination of Employment.

The compensation committee periodically reviews the payment and benefit levels in the change in control agreements and the triggers to ensure that the payment and benefit levels remain competitive and appropriate. The compensation committee conducted such a review in 2010. In addition to numerous clarifying amendments, the agreements were modified in 2010 to bring the agreements more in line with market practice, including: 1) reducing the period of protection following the change in control from three to two years following a change in control; 2) reducing the period for which certain

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welfare benefits would continue following termination from three years to two years; and 3) providing the same level of severance protection (i.e., 2.99 times base and target bonus) for qualifying terminations occurring at any time within the two-year period following a change in control. None of the named executive officers have a gross-up provision in their agreement except for Phillip M. Mikulsky. Mr. Mikulsky's agreement is a legacy agreement which has contained the gross-up provision since 2000. The Company does not intend to provide gross-ups to any other executives. The compensation committee conducted a review of the program again in 2012 and concluded that the program continues to meet the Company's objectives and remains consistent with current market practices.

### **Common Stock Ownership Guidelines**

We believe that it is important to align executive and shareholder interests by defining stock ownership guidelines for executives. As a result, named executive officers are expected to retain at least 50% of their future vested stock awards until certain levels of stock are owned, with such levels generally ranging from two to five times base annual salary. Additionally, we have a policy that prohibits our named executive officers, as well as our directors and all other employees, from engaging in certain transactions including hedging transactions and publicly traded derivatives involving our common stock.

In 2012, the target level for ownership of Integrys Energy Group common stock was five times annualized base salary for Charles A. Schrock; three times annualized base salary for Joseph P. O'Leary, Mark A. Radtke, and Lawrence T. Borgard; and two times annualized base salary for Phillip M. Mikulsky. Beginning in 2013, we have redefined our target level of stock ownership as two times the target value of the executives regular long-term incentive opportunity, which resulted in a modest change going forward. Based on 2012 opportunities, the new guideline translates to following multiples of salary:

<b>Named Executive Officer</b>	<b>Salary Multiple</b>
Charles A. Schrock	5.00
Joseph P. O'Leary	3.20
Lawrence T. Borgard	3.50
Phillip M. Mikulsky	2.50
Mark A. Radtke	2.66

Common stock beneficially held in an executive's ESOP account, any other beneficially owned common stock or common stock equivalents (including that awarded through incentive plan awards), common stock equivalents credited through nonqualified deferred compensation programs, and 50% of the difference between the past 12 months' average close and the strike price value of the vested stock options, are included in determining compliance with these guidelines. Performance shares for which incentive targets have not yet been met are not included in the calculation of stock ownership (for guideline purposes) until attainment of the incentive targets of performance shares are certified by the board of directors.

As of December 31, 2012, all named executive officers were in compliance with our stock ownership guidelines.

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The following table sets forth information concerning compensation earned or paid to each of our named executive officers for each of the last three fiscal years consisting of (1) the dollar value of base salary and bonus earned during the applicable fiscal years; (2) the aggregate grant date fair value of stock and option awards, as computed in accordance with the FASB ASC Topic 718 Stock Compensation (all stock option awards in this and the other tables relate to Integrys Energy Group common stock); (3) the dollar value of earnings for services pursuant to awards granted during the applicable fiscal years under non-equity incentive plans; (4) the change in pension value and nonqualified compensation earnings during the applicable fiscal years; (5) all other compensation for the applicable fiscal years; and (6) the dollar value of total compensation for the applicable fiscal years. The named executive officers are our principal executive officer, principal financial officer, and our three other most highly compensated executive officers employed as of December 31, 2012. The information in the table is provided as of December 31, 2012, unless otherwise noted.

Name and Principal Position (a)	Year (b)	Salary (\$)(1) (c)	Bonus (\$) (d)	Stock Awards (\$)(2) (e)	Option Awards (\$)(2) (f)	Non-Equity Incentive Plan Compensation (\$)(3) (g)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)(4) (h)	All Other Compensation (\$)(5) (i)	Total (\$) (j)
Charles A. Schrock Chairman, President and Chief Executive Officer	2012	892,085	0	1,679,109	476,822	256,790	2,768,544	21,812	6,095,162
	2011	865,385	0	1,393,658	403,115	550,542	3,034,687	22,578	6,269,965
	2010	817,693	0	1,716,700	567,763	748,654	2,639,979	22,963	6,513,752
Joseph P. O Leary (6) Senior Vice President and Chief Financial Officer	2012	504,162	0	607,320	172,463	94,331	869,918	16,180	2,264,374
	2011	489,478	0	560,126	162,010	234,224	361,968	17,223	1,825,029
	2010	466,740	0	693,743	229,442	235,943	662,087	17,014	2,304,969
Lawrence T. Borgard President and Chief Operating Officer Utilities	2012	523,283	0	696,111	197,675	105,369	1,285,148	18,138	2,825,724
	2011	475,712	0	601,084	173,875	201,720	635,189	18,827	2,106,407
	2010	428,842	0	697,151	230,577	275,375	609,809	16,946	2,258,700
Phillip M. Mikulsky (7) Executive Vice President Business Performance and Shared Services	2012	425,737	0	400,693 369,532	113,778	73,530	434,763 38,553	23,808	1,472,309
	2011	413,337	0		106,881	182,575		24,240	1,135,118
Mark A. Radtke Executive Vice President and Chief Strategy Officer	2012	392,126	0	392,646	111,504	66,803	274,710	17,069	1,254,858
	2011	380,704	0	362,124	104,739	157,428	98,035	17,708	1,120,738
	2010	363,020	0	448,513	148,342	536,417	518,522	16,355	2,031,169

(1) Amounts shown include amounts deferred into the deferred compensation plan. For more information, see the Nonqualified Deferred Compensation Table for 2012 below.

(2) The amounts shown in columns (e) and (f) reflect the grant date fair value of the awards computed in accordance with FASB ASC Topic 718 Stock Compensation. For information regarding the assumptions made in valuing the stock and option awards, see Note

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20 Stock-Based Compensation in Notes to Consolidated Financial Statements in the 2012 Annual Report on Form 10-K; such information is incorporated herein by reference.

- (3) Non-equity compensation is payable in the first quarter of the next fiscal year, and a portion may be deferred at the election of the named executive officer. Payment is calculated based on the measurement outcomes and as a percent of adjusted gross base salary earnings from the company for services performed during the payroll year.
  
- (4) The amounts shown reflect the calculation of above-market earnings on nonqualified deferred compensation and is based on the difference between 120% of the applicable federal long-term rate (AFR) and the rate of return received on Reserve Accounts A and B. Provided below are the actual rates of return used in the calculation. Note that Reserve Account A was frozen to new deferrals beginning on January 1, 1996, and Reserve Account B was frozen to new deferrals beginning on April 1, 2008.

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<b>Time Period</b>	<b>AFR 120%</b>	<b>Reserve A Daily</b>	<b>Reserve B Daily</b>
January 2012 - March 2012	3.55%	7.9370%	6.0000%
April 2012 - September 2012	3.27%	6.4389%	6.0000%
October 2012 - December 2012	2.84%	7.1016%	6.0000%

- (5) The amounts shown for each named executive officer include other compensation items consisting of life insurance premiums, imputed income from life insurance benefits, and Employee Stock Ownership Plan (ESOP) matching contributions. Individual items included in column (i) that were in excess of \$10,000 include ESOP matching contributions for each named executive officer as follows:

<b>Named Executive Officer</b>	<b>ESOP (\$)</b>
Charles A. Schrock	12,370
Joseph P. O Leary	12,342
Lawrence T. Borgard	12,203
Phillip M. Mikulsky	12,370
Mark A. Radtke	12,365

- (6) Effective January 1, 2013, James F. Schott replaced Mr. O Leary as our principal financial officer.

- (7) The amounts shown are only for 2011 and 2012 as Mr. Mikulsky was not a named executive officer during 2010. With regard to equity awards, no re-pricing, extension of exercise periods, change of vesting or forfeiture conditions, change or elimination of performance criteria, change of bases upon which returns are determined, or any other material modification of any outstanding option or other equity-based award occurred during the fiscal years reported in the table.

**Table of Contents****Grants of Plan-Based Awards Table for 2012**

The following table sets forth information regarding all incentive plan awards that were made to our named executive officers during 2012, including equity and non-equity based awards. Decisions regarding equity and non-equity awards (payable following vesting or performance periods) were made only one time during 2012. Equity incentive-based awards are subject to FASB ASC Topic 718 Stock Compensation and performance shares are subject to a market condition thereunder. Non-equity incentive plan awards are not subject to FASB ASC Topic 718 Stock Compensation and are intended to serve as an incentive for performance to occur over the given year. For a detailed description of long-term incentive plans (performance shares, restricted stock units and stock options), see the discussion above in the Compensation Discussion and Analysis under the heading Key Components of our Executive Compensation Program Long-Term Incentive Compensation.

Name (a)	Grant Date (b)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards Annual Incentive Plan(1)			Estimated Future Payouts Under Equity Incentive Plan Awards Performance Share Program			All Other Stock Awards: Number of Shares of Stock or Units (#) Restricted	All Other Option Awards: Number of Securities Underlying Options (#) Stock	Exercise or Base Price Option	Grant Date Fair Value of Stock and Option
		Threshold (\$) (c)	Target (\$) (d)	Superior (\$) (e)	Threshold (#) (f)	Target (#) (g)	Superior (#) (h)				
Charles A. Schrock	2012	0	896,100	1,792,200							
	02/09/12				12,762	25,524	51,048				1,215,708
	02/09/12							8,704			463,401
Joseph P. O Leary	2012	0	329,180	658,360							
	02/09/12				4,616	9,232	18,464				439,720
	02/09/12							3,148			167,600
Lawrence T. Borgard	2012	0	371,494	742,988							
	02/09/12				5,291	10,582	21,164				504,021
	02/09/12							3,608			192,090
Phillip M. Mikulsky	2012	0	256,592	513,184							
	02/09/12				3,045	6,091	12,182				290,114
	02/09/12							2,077			110,579
Mark A. Radtke	2012	0	256,029	512,058							
	02/09/12				2,984	5,969	11,938				284,303
	02/09/12							2,035			108,343
	02/09/12							17,699	53.24		111,504

(1) Based on the Integrys 2012 Executive Incentive Plan payout percentages. For more information, see the discussion above in the Compensation Discussion and Analysis under the heading Key Components of our Executive Compensation Program Short-Term Incentive Compensation.

(2) Performance shares are valued at \$47.63, the target payout value derived from a Monte Carlo simulation. Restricted stock units are valued at \$53.24, the closing stock price on the grant date. Stock options are valued at \$6.30 on an accounting expense basis based on a proprietary advanced lattice option pricing model.

As reflected in the table above, the compensation committee awarded restricted stock units to each named executive officer in 2012 for the amounts indicated. The restricted stock units had a grant date fair market value per share of \$53.24, based on the closing stock price on the date of the grant. The restricted stock units vest ratably over four years following the date of grant. The dividend rate paid on restricted stock units is equal to the dividend rate of all other outstanding shares of common stock. However, the dividends are deemed to be reinvested in additional

restricted stock units which vest according to the vesting schedule.

Stock options were granted in 2012 to each of the named executive officers. These were nonqualified stock options with a grant price equal to the closing stock price on the date of the grant. The per share grant price for

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these options is \$53.24. One quarter of the options vest each year on the grant anniversary date. The options had a grant date fair value per option of \$6.30 as determined pursuant to FASB ASC Topic 718 – Stock Compensation. The options have an expiration date of February 9, 2022.

Performance shares were granted in 2012 to each of the named executive officers. These grants have a performance period that began on January 1, 2012 and will end on December 31, 2014. The shares are not paid out until the end of this performance period based on the final TSR in comparison to the selected peer group.

For a discussion of the treatment of unvested restricted stock units, stock options and performance shares upon termination, see the discussion below under the heading Termination of Employment.

**Table of Contents****Outstanding Equity Awards Table for 2012**

The following table sets forth information regarding outstanding awards under the stock option plan, restricted stock plan, incentive plans and similar plans, including market-based values of associated rights and/or shares, for each of our named executive officers as of December 31, 2012:

Name	Options Awards(1)					Stock Awards(2)			Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested
	Number of Securities Underlying Unexercised Options	Number of Securities Underlying Unexercised Options	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested	
(a)	(#) (b)	(#) (c)	(#) (d)	(\$) (e)	(f)	(#)(3) (g)	(\$) (h)	(#)(4)(5) (i)	(\$)(4)(5) (j)
Charles A. Schrock	16,000	0	0	48.11	12/08/14	23,551	1,229,833	47,082	2,458,622
	13,585	0	0	54.85	12/07/15				
	14,348	0	0	52.73	12/07/16				
	2,050	0	0	58.65	05/17/17				
	26,919	0	0	48.36	02/14/18				
	70,629	23,543	0	42.12	02/12/19				
	53,564	53,561	0	41.58	02/11/20				
	15,340	46,017	0	49.40	02/10/21				
	0	75,686	0	53.24	02/09/22				
Joseph P. O Leary	17,371	0	0	44.73	12/10/13	9,295	485,385	17,896	934,529
	23,304	0	0	48.11	12/08/14				
	23,955	0	0	54.85	12/07/15				
	25,826	0	0	52.73	12/07/16				
	21,348	0	0	58.65	05/17/17				
	54,806	0	0	48.36	02/14/18				
	33,975	11,322	0	42.12	02/12/19				
	21,646	21,645	0	41.58	02/11/20				
	6,165	18,494	0	49.40	02/10/21				
0	27,375	0	53.24	02/09/22					
Lawrence T. Borgard	12,364	0	0	54.85	12/07/15	9,469	494,471	19,880	1,038,134
	11,304	0	0	52.73	12/07/16				
	14,044	0	0	58.65	05/17/17				
	30,184	0	0	48.36	02/14/18				
	0	6,236	0	42.12	02/12/19				
	0	21,751	0	41.58	02/11/20				
	6,617	19,848	0	49.40	02/10/21				
0	31,377	0	53.24	02/09/22					
Phillip M. Mikulsky	32,455	0	0	54.85	12/07/15	6,032	314,991	11,807	616,562
	1,015	0	0	58.65	05/17/17				
	0	6,459	0	42.12	02/12/19				
	0	14,280	0	41.58	02/11/20				
	4,067	12,201	0	49.40	02/10/21				
	0	18,060	0	53.24	02/09/22				
Mark A. Radtke	23,182	0	0	54.85	12/07/15	5,908	308,516	11,570	604,185
	21,196	0	0	52.73	12/07/16				
	6,948	0	0	58.65	05/17/17				

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30,645	0	0	48.36	02/14/18
18,996	6,332	0	42.12	02/12/19
13,996	13,993	0	41.58	02/11/20
3,986	11,956	0	49.40	02/10/21
0	17,699	0	53.24	02/09/22

(1) Provided below is the corresponding vesting date relative to each option expiration date:

	<b>Grant Date</b>	<b>Full Vesting Date</b>	<b>Expiration Date</b>
12/10/03		12/10/07	12/10/13
12/08/04		12/08/08	12/08/14
12/07/05		12/07/09	12/07/15
12/07/06		12/07/10	12/07/16
05/17/07		05/17/11	05/17/17
02/14/08		02/14/12	02/14/18
02/12/09		02/12/13	02/12/19
02/11/10		02/11/14	02/11/20
02/10/11		02/10/15	02/10/21
02/09/12		02/09/16	02/09/22

(2) Stock price on December 31, 2012, was \$52.22.

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- (3) The following table reflects the amounts of unvested restricted stock units and corresponding grant dates. Restricted stock units vest over four years, with 25% of the original grant amount vesting each year on the anniversary of the respective grant date:

Named Executive Officer	02/12/09	02/11/10	02/10/11	02/09/12
Charles A. Schrock	2,370	5,402	6,630	9,149
Joseph P. O Leary	1,140	2,181	2,665	3,309
Lawrence T. Borgard	626	2,191	2,859	3,793
Phillip M. Mikulsky	651	1,440	1,758	2,183
Mark A. Radtke	637	1,410	1,722	2,139

- (4) Included in columns (i) and (j) above are the performance shares pertaining to grants made in 2011 and 2012 for the performance periods of 2011-2013 and 2012-2014 and associated payout values, assuming that both grants will pay out at target following completion of each applicable performance period. Based on TSR performance as of December 31, 2012, the grant made in 2011 would pay out at 68% (between threshold and target) and the grant made in 2012 would pay out at 108% (between target and superior). The following two tables show projected payouts of the 2011 and 2012 performance share grants assuming TSR performance as of December 31, 2012, as well as projected payouts that would occur assuming superior performance (200%):

2011 Performance Share Grant:

Named Executive Officer	Shares at	Market Value	Shares at	Market Value
	68% Payout (#)	(\$)	200% Payout (#)	(\$)
Charles A. Schrock	14,659	765,493	43,116	2,251,518
Joseph P. O Leary	5,892	307,680	17,328	904,868
Lawrence T. Borgard	6,323	330,187	18,596	971,083
Phillip M. Mikulsky	3,887	202,979	11,432	596,979
Mark A. Radtke	3,809	198,906	11,202	584,968

2012 Performance Share Grant:

Named Executive Officer	Shares at	Market Value	Shares at	Market Value
	108% Payout (#)	(\$)	200% Payout (#)	(\$)
Charles A. Schrock	27,566	1,439,492	51,048	2,665,727
Joseph P. O Leary	9,971	520,663	18,464	964,190
Lawrence T. Borgard	11,429	596,799	21,164	1,105,184
Phillip M. Mikulsky	6,578	343,518	12,182	636,144
Mark A. Radtke	6,447	336,637	11,938	623,402

- (5) Not included in columns (i) and (j) above are the performance shares pertaining to grants made in 2010 for the performance period of 2010-2012. Subsequent to December 31, 2012, a payout at 130% will occur on performance shares for the performance period of 2010-2012 based on final TSR results. The number of earned performance shares attributable to each named executive officer as a result of the threshold level being exceeded, along with the corresponding market value of such shares, is as follows:

Named Executive Officer	Earned Shares (#)	Market or Payout Value of Earned Shares (\$)
Charles A. Schrock	37,821	1,975,013
Joseph P. O Leary	15,284	798,130
Lawrence T. Borgard	15,360	802,099
Phillip M. Mikulsky	10,083	526,534
Mark A. Radtke	9,881	515,986

**Table of Contents****Option Exercises and Stock Vested Table for 2012**

The following table sets forth amounts received by each of our named executive officers upon exercise of options (or similar instrument) or the vesting of stock (or similar instruments) during 2012:

Name (a)	Option Awards Number of		Stock Awards (1)	
	Shares Acquired on Exercise (#) (b)	Value Realized on Exercise (\$) (c)	Number of Shares Acquired on Vesting (#) (d)	Value Realized on Vesting (\$) (e)
Charles A. Schrock	14,404	144,330	45,309	2,374,752
Joseph P. O Leary	0	0	19,401	1,018,181
Lawrence T. Borgard	28,902	295,973	18,539	971,933
Phillip M. Mikulsky	130,085	1,056,192	12,578	659,870
Mark A. Radtke	39,811	293,675	12,345	647,670

- (1) A payout at 130% will be made on performance shares in 2013 based on TSR for the performance period ending December 31, 2012 being between target and superior. These performance shares had a performance period beginning on January 1, 2010, and ending on December 31, 2012.

**Table of Contents****Pension Benefits Table for 2012**

The following table sets forth the actuarial present value of each named executive officer's accumulated benefit under each defined benefit plan, assuming benefits are paid at normal retirement age based on current levels of compensation. For information regarding the valuation method and all material assumptions applied in quantifying the present value of the current accumulated benefit for each of the named executive officers, see Note 17 Employee Benefit Plans in Notes to Consolidated Financial Statements in the 2012 Annual Report on Form 10-K; such information is incorporated herein by reference. The table also shows the number of years of credited service under each such plan, computed as of the same pension plan measurement date used in the company's audited financial statements for the year ended December 31, 2012. Charles A. Schrock, Joseph P. O'Leary and Phillip M. Mikulsky are currently eligible for early retirement. No pension benefits were paid during the year to any of the named executive officers who were still employed at the end of 2012. For more information regarding pension benefits, please see the discussion above in the Compensation Discussion and Analysis under the heading Key Components of our Executive Compensation Program Other Benefits and Plans.

Name (a)	Plan Name (1) (b)	Number of Years Credited Service (#)(2) (c)	Present Value of Accumulated Benefits (\$)(3) (d)	Payments During Last Fiscal Year (\$)(4) (e)
Charles A. Schrock	Pension Plan	33	1,194,804	0
	Pension Restoration Plan	33	4,859,546	0
	SERP	33	5,239,832	0
	Total	33	11,294,182	0
Joseph P. O'Leary	Pension Plan	11	263,262	0
	Pension Restoration Plan	11	553,034	0
	SERP	11	2,725,526	0
	Total	11	3,541,822	0
Lawrence T. Borgard	Pension Plan	28	855,390	0
	Pension Restoration Plan	28	1,518,199	0
	SERP	28	1,566,604	0
	Total	28	3,940,193	0
Phillip M. Mikulsky	Pension Plan	41	1,578,136	0
	Pension Restoration Plan	41	2,838,112	0
	SERP	41	526,491	0
	Total	41	4,942,739	0
Mark A. Radtke	Pension Plan	29	904,763	0
	Pension Restoration Plan	29	1,923,489	0
	SERP	29	514,834	0
	Total	29	3,343,086	0

(1) Material terms and conditions of the Integrys Energy Group Retirement Plan (referred to as the pension plan) and the Integrys Energy Group, Inc. Pension Restoration and Supplemental Retirement Plan are described below. Note that for purposes of the above table and all related footnotes, we refer to the pension restoration benefit and supplemental retirement benefit portions of the Integrys Energy Group, Inc. Pension Restoration and Supplemental Retirement Plan separately as the pension restoration plan and SERP, respectively.

*Pension Plan*

This is a tax-qualified defined benefit retirement plan generally available to employees hired prior to January 1, 2008. Benefits for the named executive officers are determined under an account-based pension plan formula that defines a lump sum amount at termination of employment. For more



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information, see the discussion above in the Compensation Discussion and Analysis under the heading Key Components of our Executive Compensation Program Other Benefits and Plans.

*Pension Restoration Plan*

The purpose of the nonqualified pension restoration plan is to provide an alternate means of paying benefits intended under the pension plan that are either restricted by law or limited because of employee deferrals to the deferred compensation plan. Benefits under the pension restoration plan are generally determined and payable under the same terms and conditions as the pension plan without regard to IRS limitations on amounts of includible compensation and maximum benefits and without regard to employee deferrals of base and annual bonus pay. Benefits paid are reduced by the value of benefits payable under the pension plan. Under plan terms, each of the named executive officers has executed an election agreement that sets forth the form of payment the participant has chosen to receive following termination of employment (lump sum, lifetime monthly annuity or 180 monthly guaranteed payments).

*SERP*

Nonqualified SERP benefits are generally payable only for participants who retire on or after age 55 with 10 or more years of service. The SERP provides a lump sum option, a life annuity option or a 180 monthly guaranteed benefit payment option. The benefit is initially calculated as a life annuity benefit, with a monthly benefit that equals a target percentage of final average pay (over a three-year period), reduced by the lifetime annuity payable under the pension plan and the pension restoration plan. The target percentage ranges from 40% for 10 years of service to 60% for 15 years of service. Benefits are reduced 3% per year for retirements prior to age 62.

(2) Full years of credited service only. Actual plan benefits are calculated taking into account full and fractional years of credited service.

(3) Change in pension value during 2012 and present value of accumulated benefit at year-end:

*Pension Plan*

For the named executive officers, the amounts shown are based on the present value of the projected pension plan account balances payable at the plan's normal retirement age (age 65). The projected age 65 pension plan account equals the participant's accrued account balance at year-end rolled forward with interest credits to age 65 using the plan's interest rate (2.45% at December 31, 2012, and 3.25% at December 31, 2011). The present value was determined using an interest rate consistent with assumptions used for financial reporting under the Compensation Retirement Benefits Topic of the FASB ASC (4.10% at December 31, 2012, and 5.10% at December 31, 2011).

For named executive officers covered under the pension plan, the value of the temporary supplemental benefit has been added. The present value was determined assuming current commencement (if currently eligible) or commencement at earliest eligibility (generally age 55) and payment in a single lump sum form, using the plan's interest rate to calculate the lump sum payment (Pension Protection Act segment lump sum rates at December 31, 2012, and December 31, 2011) and using an interest rate consistent with assumptions used in financial reporting under the Compensation Retirement Benefits Topic of the FASB ASC to determine the present value at year-end of the lump sum payable. The benefit was prorated based on current service over service from hire date to date of earliest eligibility.

*Pension Restoration Plan*

The amounts shown are based on the present value of the projected pension plan account balances payable at the plan's normal retirement age (age 65). The projected age 65 pension plan account equals the participant's accrued account balance at year-end rolled forward with interest

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credits to age 65 using the plan's interest rate (2.45% at December 31, 2012, and 3.25% at December 31, 2011). The present value was determined using an interest rate consistent with assumptions used for financial reporting under the Compensation - Retirement Benefits Topic of the FASB ASC (3.20% at December 31, 2012, and 5.10% at December 31, 2011).

*SERP*

The values shown are based on the present value of the accrued benefit at unreduced retirement age (age 62) reflecting final average pay and service as of the calculation date. The present value was determined assuming commencement at age 62 using an interest rate consistent with assumptions used for the company's financial reporting under the Compensation - Retirement Benefits Topic of the FASB ASC (3.35% at December 31, 2012, and 5.10% at December 31, 2011).

**Table of Contents****Nonqualified Deferred Compensation Table for 2012**

The following table sets forth information regarding the contributions, earnings and balances for each of our named executive officers relative to the nonqualified deferred compensation plan for 2012:

Name (a)	Executive Contributions in	Registrant Contributions in	Aggregate Earnings in	Aggregate Withdrawals/ Distributions	Aggregate Balance at
	Last Fiscal Year (\$)(1) (b)	Last Fiscal Year (\$)(1) (c)	Last Fiscal Year (\$)(2) (d)	( \$) (e)	Last Fiscal Year End (\$)(3) (f)
Charles A. Schrock	343,863	0	161,313	0	3,802,115
Joseph P. O Leary	616,209	0	74,563	0	3,415,748
Lawrence T. Borgard	239,868	0	63,317	0	1,896,056
Phillip M. Mikulsky	265,611	0	375,934	0	5,869,878
Mark A. Radtke	0	0	126,754	0	2,105,268

- (1) Deferrals into the deferred compensation plan were made from compensation earned in 2012 and are reported in column (c) of the Summary Compensation Table for 2012, with the exception of annual incentive and performance share amounts earned in 2011 but paid out and deferred in 2012. These amounts are as follows:

Name	Annual Incentive Payout (\$)	Performance Share Payout (\$)
Charles A. Schrock	0	0
Joseph P. O Leary	117,112	343,551
Lawrence T. Borgard	161,376	0
Phillip M. Mikulsky	0	196,022
Mark A. Radtke	0	0

- (2) Above-market earnings received on Reserve Accounts A and B are reported in column (h) of the Summary Compensation Table for 2012.
- (3) The aggregate balance includes amounts shown in footnote (1) and the above-market earnings on Reserve Accounts A and B, which are included in column (h) of the Summary Compensation Table for 2012.

The following table sets forth the actual earnings during 2012 of each deferred compensation account held by the named executive officers:

Name	Aggregate Earnings	Aggregate Earnings	Aggregate Earnings	Aggregate Earnings	Aggregate Earnings
	for Reserve A in Last Fiscal Year (\$)	for Reserve B in Last Fiscal Year (\$)	for Mutual Funds in Last Fiscal Year (\$)	for Company Stock in Last Fiscal Year (\$)	in Last Fiscal Year (\$)

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Charles A. Schrock	17,856	1,015	102,893	39,549	161,313
Joseph P. O Leary	0	0	30,794	43,769	74,563
Lawrence T. Borgard	0	1,116	43,969	18,232	63,317
Phillip M. Mikulsky	56,859	25,536	278,334	15,205	375,934
Mark A. Radtke	0	0	108,644	18,110	126,754

For further details regarding the deferred compensation accounts, including rates of return, see the discussion above in the Compensation Discussion and Analysis under the heading Key Components of our Executive Compensation Program Other Benefits and Plans. Upon retirement or termination of employment, distribution of the named executive officer's account will commence the January of the year that is both (1) following the calendar year of termination of employment and (2) at least six months following termination or later if a later date is selected by the named executive officer. The named executive officer can elect a distribution period from 1 to 15 years. Payouts, withdrawals or other distributions cannot commence under the plan while the named executive officer is actively employed.

**Table of Contents****Termination of Employment**

An executive officer may voluntarily terminate his or her employment with the company, including pursuant to his or her retirement, or the company may terminate the executive officer's employment with or without cause (referred to as involuntary termination). If a named executive officer's employment is terminated after a change in control event has occurred, in the circumstances discussed below, the named executive officer is entitled to enhanced compensation benefits under the officer's change in control agreement. Prior to a change in control, a named executive officer terminating employment is entitled to receive only those benefits earned, accrued and vested prior to the date of termination. There are no provisions for enhanced payments or benefits to be granted to the named executive officers for termination of employment, except as described below with regard to retirement.

Under the change in control agreements, the definition of "cause" is relevant if the executive officer's employment is terminated after a change in control event has occurred. The term "cause" as defined in the change in control agreements for the named executive officers, means any one of the following: 1) intentional conduct by the executive officer that is not taken in good faith, which causes demonstrable and serious financial injury to us, as evidenced by a determination in a binding and final judgment in effect after exhaustion of all rights of appeal; 2) the executive officer being convicted of a felony, which substantially impairs the officer's ability to perform his or her duties or responsibilities; 3) the executive officer's continuing willful and unreasonable refusal to perform the officer's duties or responsibilities (unless significantly changed without the officer's consent); or 4) a material violation of the company's code of conduct. If a change in control event has occurred and, during the term of the contract, the named executive officer's employment is terminated by us for reasons other than "cause," or if the executive terminates for "good reason," then the executive officer receives the full change in control benefits. On the other hand, if a change in control event has occurred and the named executive officer's employment is involuntarily terminated for "cause," or the officer voluntarily terminates employment other than for "good reason," then the executive officer is entitled only to receive benefits that have already accrued and vested, but the executive officer is not entitled to receive the change in control benefits.

Each of our named executive officers, including Charles A. Schrock, our current CEO, has a change in control agreement that provides for a termination payment of up to 2.99 times current salary and normal annual incentives. The executive officer may elect to receive the termination payment within the IRS change in control limit, to avoid excise taxes, or to receive the fully calculated change in control payment subject to applicable excise taxes. In addition to the termination payment, an affected executive would receive health and welfare benefits, outplacement services, and up to \$10,000 for fees and expenses of consultants, legal and/or accounting advisors engaged by the executive to compute benefits or payment due under the agreement.

With regard to retirement, the only enhanced value a named executive officer receives is derived from unvested equity grants, as vesting continues on stock options and restricted stock granted prior to retirement and performance periods continue on performance shares granted prior to retirement, provided that retirement occurs on or after December 31 of the calendar year in which the grant was made. Provided below are estimated aggregate compensation and benefits that may be payable to named executive officers in the event of termination of employment. These estimates assume that termination occurred on December 31, 2012.

Type of Termination	Charles A. Schrock (\$)	Joseph P. O Leary (\$)	Lawrence T. Borgard (\$)	Phillip M. Mikulsky (\$)	Mark A. Radtke (\$)
Retirement (1)	18,492,072	6,864,805	N/A	6,087,127	N/A
Change In Control (2)	25,361,462	10,029,597	9,929,321	8,621,016	8,556,105

N/A Not applicable

- (1) Mr. Schrock, Mr. O Leary and Mr. Mikulsky are currently eligible for retirement as of December 31, 2012 under the pension program, as specified in the plan documents. Please see the discussion below with regard to Mr. O Leary's termination of employment.

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Termination for reasons that are voluntary/involuntary/for cause, including death/disability, would be treated the same as retirement. Included in the value shown is the present value of future retirement benefit payments. Under the pension restoration plan and the SERP, certain participants will be paid a monthly benefit (for a fixed number of payments or a lifetime annuity). The present value of future monthly benefit payments was determined using an interest rate and mortality table consistent with assumptions used for financial reporting under the Compensation-Retirement Benefits Topic of the FASB ASC. Also included in the total is the enhanced value for any outstanding equity grants.

- (2) The amounts reflected do not include potential forfeitures that an executive may experience in the event benefits are above the IRS change in control limit and the executive chooses to reduce the termination payment below such limit.

No change in control triggering event occurred in 2012 that affected the named executive officers. The change in control estimate above provides the approximate cash severance amount, the present value of enhanced pension, health and welfare and outplacement benefits, the amount due for interrupted performance cycles, and the intrinsic value of stock-based awards for each named executive officer.

In December, we announced that James F. Schott, vice president external affairs, would become vice president and chief financial officer effective January 1, 2013. Mr. Schott succeeded Mr. O Leary, who informed us that he intends to retire in 2013. Mr. O Leary is continuing to serve as senior vice president and he is assisting with the transition and other strategic projects until his retirement later in 2013.

The treatment of unvested stock options, unvested restricted stock and performance shares in which the performance period has not yet ended, varies depending on the circumstances of termination and by the type of long-term incentive. Provided below is a summary of how each type of 2012 long-term incentive is handled based on the type of termination:

<b>Type of Termination</b>	<b>Stock Options</b>	<b>Restricted Stock</b>	<b>Performance Shares</b>
Voluntary/Involuntary/For Cause	Shares not vested are forfeited except in the case of early retirement on or after age 55 with 10 years service or reaching age 62, death or disability.	Shares not vested are forfeited except in the case of early retirement on or after age 55 with 10 years service or reaching age 62, death or disability.	Shares not vested are forfeited except in the case of early retirement on or after age 55 with 10 years service or reaching age 62, death or disability.
Retirement on or After Age 55 with 10 Years Service or Reaching Age 62	At retirement, the shares continue to vest as if the officer is actively employed; no change occurs to the vesting schedule. If retirement occurs within the calendar year that the award is granted, the last grant is prorated.	At retirement, the units continue to vest as if actively employed; no change occurs to the vesting schedule. If retirement occurs within the calendar year that the award is granted, the last grant is prorated.	At retirement the performance period continues as if the officer is actively employed. If retirement occurs within the calendar year that the award is granted, the last grant is prorated.
Change in Control	The outstanding and unexercised options will become fully vested, but subject to any terms of the change in control agreement.	The shares become fully vested, even if not otherwise vested, and whether or not employment is terminated.	The performance period is terminated; the employee is entitled to a final award based on the target award prorated for the portion of performance period that has been completed at the time of the change in control agreement.

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**Compensation Committee Report**

The compensation committee has reviewed and discussed with management the above compensation discussion and analysis section of this proxy statement. Based on this review and discussion, the compensation committee recommended that the compensation discussion and analysis be included in Integrys Energy Group's annual report on Form 10-K for the fiscal year ended December 31, 2012, and this proxy statement.

Compensation Committee

John W. Higgins, Chair

William J. Brodsky

Kathryn M. Hasselblad-Pascale

Paul W. Jones

*This Compensation Committee Report is not to be deemed soliciting material or deemed to be filed with the SEC or subject to Regulation 14A of the Securities Exchange Act of 1934, as amended, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent specifically requested by Integrys Energy Group or incorporated by reference in documents otherwise filed.*

**COMPENSATION RISK ASSESSMENT**

Our compensation committee and our management team engaged in a process of evaluation of our compensation policies and practices for our employees and the risks arising therefrom. The compensation consultant engaged by the compensation committee and our company's outside counsel assisted in this evaluation. The evaluation process began with our management team taking an inventory of our compensation arrangements and identifying the risks arising from the arrangements as well as measures we have taken to mitigate such risks. Specifically, our management team (a) assessed the key compensation policies from a risk perspective, (b) identified the risks disclosed in our most recent Annual Report on Form 10-K, (c) determined the impact of compensation policies and practices on such risk factors, (d) determined whether additional risks, not previously disclosed as a risk factor, might be created from our compensation policies and practices, and (e) determined whether any disclosure was necessary (namely, whether any identified risks were reasonably likely to have a material adverse effect). Our compensation committee then reviewed our management team's process and the conclusions that our management team reached, and concluded that our employee compensation programs are designed with the appropriate balance of risk and reward in relation to our overall business strategy and do not incent executives or other employees to take unnecessary or excessive risks. As a result, we believe that risks arising from our employee compensation policies and practices are not reasonably likely to have a material adverse effect on our company.

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**DIRECTOR COMPENSATION**

**Compensation Philosophy**

Our compensation policies for directors are designed to attract and retain the most qualified individuals to serve on the board of directors in the industry in which we operate. We believe that our director compensation packages for our non-employee directors are comparable relative to the competitive utility/energy industry market. General market information relative to the market median director compensation provided by Exequity LLP, a nationally recognized compensation consultant, was reviewed in setting non-employee director compensation for 2012.

**Role of the Governance Committee**

Recommendations regarding non-employee director compensation are made by the governance committee. The compensation consultant provides the governance committee with a competitive compensation analysis of outside director compensation programs relative to the utility/energy industry survey group and the general industry survey group for use in their decision-making. Although the compensation consultant provides market data for consideration by the governance committee in setting our non-employee director compensation levels and programs, the compensation consultant does not make specific recommendations on individual compensation amounts for our non-employee directors, nor does the consultant determine the amount or form of non-employee director compensation. All decisions on non-employee director compensation levels and programs are made by the full board of directors based on the recommendation provided by the governance committee.

**Components of Director Compensation**

Our non-employee director compensation for 2012 was composed of an annual cash retainer and stock-based award. The equity portion of our non-employee director compensation is designed to align directors' interests with shareholders' interests and is in the form of deferred stock units which are held in the nonqualified Integrys Energy Group, Inc. Deferred Compensation Plan (for a description of this plan and investment options, see the discussion above in the Compensation Discussion and Analysis under the heading Key Components of our Executive Compensation Program Other Benefits and Plans ). The directors may also defer their cash retainer into the Deferred Compensation Plan. In addition, directors receive \$50,000 of Accidental Death and Dismemberment insurance coverage. Our non-employee directors receive no incentive plan compensation, qualified pension benefits, or perquisites. Our employee directors receive no compensation for serving as directors.

**Common Stock Ownership Guidelines**

Our board of directors believes it is important for our non-employee directors to be subject to stock ownership guidelines to emphasize the importance of linking director and shareholder interests. Our board of directors has adopted guidelines that provide the target level for stock ownership of our non-employee directors is five times their annual equity award, with this target to be obtained within a four-year period from commencing service (effective January 1, 2013, within a four-year period from the date that the first full grant of an equity award occurs). As of December 31, 2012, all non-employee directors were complying with our stock ownership guidelines. For more information regarding stock ownership guidelines that apply to our employee directors, see the discussion above in the Compensation Discussion and Analysis under the heading Common Stock Ownership Guidelines.

**Table of Contents****Director Compensation Tables for 2012**

The following table sets forth a summary of compensation for each non-employee director who served during 2012:

Name (a)	Fees Earned or Paid in Cash \$(1) (b)	Stock Awards \$(2) (c)	Change in Pension Value and Nonqualified Deferred Compensation Earnings \$(3) (f)	Total \$( (h)
Keith E. Bailey	87,500	80,000	0	167,500
William J. Brodsky	80,000	80,000	0	160,000
Albert J. Budney, Jr.	93,333	80,000	0	173,333
Pastora San Juan Cafferty	80,000	80,000	0	160,000
Ellen Carnahan	87,500	80,000	0	167,500
Michelle L. Collins	80,000	80,000	0	160,000
Kathryn M. Hasselblad-Pascale	87,500	80,000	0	167,500
John W. Higgins	87,500	80,000	0	167,500
Paul W. Jones	80,000	80,000	0	160,000
James L. Kemerling (4)	41,667	80,000	26,177	147,849
Holly Keller Koeppel (5)	53,333	53,333	0	106,667
Michael E. Lavin	92,500	80,000	0	172,500
William F. Protz, Jr.	80,000	80,000	0	160,000

(1) Director fees paid to non-employee directors in 2012, include:

\$80,000 annual cash retainer.

\$20,000 to serve as Lead Independent Director of the board of directors.

\$12,500 to serve as chair of the audit committee and \$7,500 to serve as chair of the compensation committee, environmental and safety committee, financial committee or governance committee.

Fees paid for serving in the position of Lead Independent Director or as chair of a committee are prorated based on months served if a director is newly appointed during the year.

(2) The amounts shown in column (c) reflect the grant date fair value of the deferred stock unit computed in accordance with FASB ASC Topic 718 Stock Compensation.

(3) The amounts shown reflect the calculation of above-market earnings on nonqualified deferred compensation and is based on the difference between 120% of the applicable federal long-term rate (AFR) and the rate of return received on Reserve Accounts A and B. There is no change in pension value for any director as directors are not provided pension benefits.

- (4) Mr. Kemerling retired from the board of directors effective May 10, 2012.
  
- (5) Ms. Keller Koepfel was elected to the board of directors effective May 10, 2012.

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The following table sets forth the number of deferred stock units held by non-employee directors who served during 2012 at December 31, 2012:

Name	Deferred Stock Units (#)
Keith E. Bailey	10,107
William J. Brodsky	10,107
Albert J. Budney, Jr.	16,261
Pastora San Juan Cafferty	10,107
Ellen Carnahan	14,656
Michelle L. Collins	2,578
Kathryn M. Hasselblad-Pascale	18,696
John W. Higgins	10,107
Paul W. Jones	1,679
James L. Kemerling	18,696
Holly Keller Koepfel	1,022
Michael E. Lavin	10,107
William F. Protz, Jr.	18,696
Total	142,819

The following table sets forth the earnings during 2012 of each deferred compensation account held by each non-employee director who served during 2012:

Name	Aggregate Earnings for Reserve A in Last Fiscal Year (\$)	Aggregate Earnings for Reserve B in Last Fiscal Year (\$)	Aggregate Earnings for Mutual Funds in Last Fiscal Year (\$)	Aggregate Earnings for Company Stock In Last Fiscal Year (\$)	Aggregate Earnings in Last Fiscal Year (\$)
Keith E. Bailey	0	0	0	7,733	7,733
William J. Brodsky	0	0	0	9,257	9,257
Albert J. Budney, Jr.	0	0	0	11,902	11,902
Pastora San Juan Cafferty	0	0	22,108	9,360	31,468
Ellen Carnahan	0	0	0	17,753	17,753
Michelle L. Collins	0	0	0	2,410	2,410
Kathryn M. Hasselblad-Pascale	0	0	0	15,484	15,484
John W. Higgins	0	0	0	7,733	7,733
Paul W. Jones	0	0	0	2,024	2,024
James L. Kemerling	17,799	36,379	30,529	19,454	104,161
Holly Keller Koepfel	0	0	939	(629)	310
Michael E. Lavin	0	0	0	7,733	7,733
William F. Protz, Jr.	0	0	0	19,542	19,542

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**AUDIT COMMITTEE REPORT**

The audit committee reviewed and discussed with management the audited financial statements of Integrys Energy Group, Inc. including disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations as of and for the year ended December 31, 2012. In addition, we have discussed with Deloitte & Touche LLP, the independent registered public accounting firm for Integrys Energy Group, the matters required by auditing standards of the Public Company Accounting Oversight Board and Rule 2-07, Communication with Audit Committees of Regulation S-X. The audit committee also reviewed and discussed with management and Deloitte & Touche LLP the assessment and audit of internal control over financial reporting.

The audit committee also received the written disclosures and letter from Deloitte & Touche LLP required by PCAOB Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence*, and discussed the firm's independence with respect to Integrys Energy Group. We have also discussed with management of Integrys Energy Group and Deloitte & Touche LLP such other matters and received such assurances from them, as we deemed appropriate.

Based on the foregoing review and discussions and relying thereon, we have recommended to Integrys Energy Group's board of directors the inclusion of the audited financial statements in Integrys Energy Group's annual report on Form 10-K for the year ended December 31, 2012.

Audit Committee

Michael E. Lavin, Chair

Keith E. Bailey

Pastora San Juan Cafferty

Ellen Carnahan

Michelle L. Collins

*This Audit Committee report is not to be deemed soliciting material or deemed to be filed with the SEC or subject to Regulation 14A of the Securities Exchange Act of 1934, as amended, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent specifically requested by Integrys Energy Group or incorporated by reference in documents otherwise filed.*

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**DOCUMENTS INCORPORATED BY REFERENCE IN FORM 10-K**

Information regarding the assumptions made in valuing the stock and option awards contained in Note 20 Stock-Based Compensation in Notes to Consolidated Financial Statements in our 2012 Annual Report on Form 10-K and information regarding the valuation method and assumptions applied in quantifying the present value of the pension benefits contained in Note 17 Employee Benefit Plans in Notes to Consolidated Financial Statements in our 2012 Annual Report on Form 10-K, is incorporated by reference into this proxy statement.

Our 2012 Annual Report on Form 10-K can be accessed on our website at [www.integrysgroup.com/investor](http://www.integrysgroup.com/investor) by selecting SEC Filings. If you are a shareholder and would like to receive a copy of our 2012 Annual Report on Form 10-K, without exhibits, please contact Integrys Energy Group's Investor Relations department as follows:

Integrys Energy Group, Inc.

Attention: Investor Relations

130 East Randolph Street

Chicago, Illinois 60601

Telephone: 800-228-6888

Email: [investor@integrysgroup.com](mailto:investor@integrysgroup.com)

**ELECTRONIC AVAILABILITY OF PROXY STATEMENT AND ANNUAL REPORT**

As permitted by SEC rules, we are making this proxy statement and our annual report (including financial statements and the report of our independent registered public accounting firm, Deloitte & Touche LLP) available to shareholders electronically via the Internet at [www.proxyvote.com](http://www.proxyvote.com). On April 1, 2013, we began distributing to our shareholders a notice regarding the availability of proxy materials (notice) containing instructions on how to access this proxy statement and our annual report and how to vote online. If you received that notice, you will not receive a printed copy of the proxy materials unless you request it by following the instructions for requesting such materials contained on the notice.

If you received a paper copy of the proxy materials by mail and you wish to receive a notice of availability of next year's proxy statement either in paper form or electronically via email, you can elect to receive a notice of availability by contacting Integrys Energy Group's Investor Relations department at (800) 228-6888. By opting to receive the notice of availability and accessing your proxy materials online, you will save us the cost of producing and mailing documents to you, reduce the amount of mail you receive, and help preserve environmental resources.

We are required to provide an annual report and proxy statement or notice of availability of these materials to all shareholders of record. To reduce the expense of delivering duplicate proxy materials to shareholders who may have more than one account holding but share the same address, we have adopted a procedure approved by the SEC called "householding." Under this procedure, shareholders who have the same mailing address and last name, and do not participate in electronic delivery of proxy materials, will receive only one copy of the annual report and proxy statement or notice of availability of these materials.

If you are a registered shareholder and would like to have separate copies of the annual report and proxy statement distributed to you in the future, you must submit a request to opt out of householding in writing to Broadridge Financial Solutions, Inc., Household Department, 51 Mercedes Way, Edgewood, New York, 11707, or call Broadridge at (800) 542-1061, and we will cease householding all such documents within 30 days. If you are a beneficial shareholder and would like to have separate copies of the annual report and proxy statement, contact your broker.

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**OTHER BUSINESS**

At the time this proxy statement went to press, there were no shareholder proposals required to be included in this proxy statement for consideration at our May 16, 2013, annual meeting. If any other matters are properly presented at the annual meeting, the persons named as proxies will vote upon them in accordance with their best judgment.

Our officers, directors and employees may solicit proxies by correspondence, telephone, electronic communications, or in person, but without extra compensation. Banks, brokers, nominees and other fiduciaries may be reimbursed for reasonable charges and expenses incurred in forwarding the proxy soliciting material to and receiving proxies from beneficial owners.

**FUTURE SHAREHOLDER PROPOSALS**

Under Rule 14a-8 of the Securities Exchange Act of 1934 shareholder proposals for our 2014 annual meeting of shareholders must be received no later than December 2, 2013, to be included in the 2014 proxy statement. Our by-laws allow additional shareholder proposals for the 2014 annual meeting to be accepted between January 16, 2014, and February 15, 2014. However, proposals received in this time frame will be included in our 2014 proxy statement at our sole discretion. If we choose to present any such proposals at the 2014 annual meeting, the persons named in proxies solicited by our board of directors for our 2014 annual meeting of shareholders may exercise discretionary voting power with respect to any such proposals. Shareholder proposals received before January 16, 2014, may be submitted to shareholder vote at our sole discretion (we may exercise discretionary voting power with respect to any such proposals), but proposals received after February 15, 2014, will not be considered for submission to shareholders. Proposals should be submitted to Integrys Energy Group, Inc., Attention: Secretary, 130 East Randolph Street, Chicago, Illinois 60601.

INTEGRYS ENERGY GROUP, INC.

JODI J. CARO

*Vice President, General Counsel and Secretary*



DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**INTEGRYS ENERGY GROUP, INC.**

**For All**   **Withhold All**   **For All Except**

To withhold authority to vote for any individual nominee(s), mark **For All Except** and write the number(s) of the nominee(s) on the line below.

**The Board of Directors recommends you vote FOR ALL of the nominees below:**

**Vote on Directors**

1. Election of Directors

..   ..   ..

**Nominees:**

- |                                   |                           |
|-----------------------------------|---------------------------|
| 01) William J. Brodsky            | 07) Paul W. Jones         |
| 02) Albert J. Budney, Jr.         | 08) Holly Keller Koepfel  |
| 03) Ellen Carnahan                | 09) Michael E. Lavin      |
| 04) Michelle L. Collins           | 10) William F. Protz, Jr. |
| 05) Kathryn M. Hasselblad-Pascale | 11) Charles A. Schrock    |
| 06) John W. Higgins               |                           |

**Vote on Proposals**

**The Board of Directors recommends you vote FOR the following proposals:**

**For**   **Against**   **Abstain**

- |   |    |    |    |
|---|----|----|----|
| 2. The approval of a non-binding advisory resolution to approve the compensation of our named executive officers.   | .. | .. | .. |
| 3. The ratification of the selection of Deloitte & Touche LLP as the independent registered public accounting firm for Integrys Energy Group and its subsidiaries for 2013. | .. | .. | .. |

**NOTE:** In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment thereof.

For address changes and/or comments, please check this box and provide the information on the back of this card where indicated.   ..

Please indicate if you plan to attend this meeting.   **Yes**   **No**

Please sign exactly as your name(s) appear(s) on this Proxy Card. When shares are held jointly, each holder should sign. When signing as attorney, executor, administrator, trustee, guardian or other fiduciary, please give full title as such. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

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Signature [PLEASE SIGN WITHIN BOX]

Date

Signature (Joint Owners)

Date

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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

M51896-TBD

**INTEGRYS ENERGY GROUP, INC.**

**Notice of Annual Meeting of Shareholders**

**To Be Held May 16, 2013 10:00 AM CDT**

**Proxy Solicited on behalf of the Board of Directors**

The shareholder(s) hereby appoint(s) Charles A. Schrock and Jodi J. Caro as proxies, each with the power to appoint a substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this form, and to vote at their discretion upon such other business as may properly come before the meeting, all the shares of common stock of Integrys Energy Group, Inc. held of record by the undersigned on March 12, 2013, at the Annual Meeting of Shareholders to be held at 10:00 AM, CDT on May 16, 2013, at the Weidner Center, on the campus of the University of Wisconsin – Green Bay, 2420 Nicolet Drive, Green Bay, Wisconsin or any adjournment or postponement thereof.

**This proxy, when properly executed, will be voted in the manner directed by the shareholder(s). If no direction is made, this proxy will be voted FOR ALL NOMINEES for directors listed on the reverse side; FOR proposals 2 and 3; and according to the discretion of the proxies on any matters that may properly come before the meeting or any other postponement or adjournment thereof.**

Please indicate in the comment box any topics you would like to have addressed as part of management's presentation at the Annual Meeting of Shareholders on May 16, 2013.

**Address Changes/Comments:**

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(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

**Continued and to be signed on reverse side**