

INTEGRYS ENERGY GROUP, INC.

Form 4

November 12, 2014

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cloninger Charles A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP, Electric Segment

700 NORTH ADAMS STREET, P.O. BOX 19001

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

GREEN BAY, WI 54307-9001

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/07/2014		M	5,392 A	\$ 49.4	5,457.7795	D
Common Stock	11/07/2014		M	6,503 A	\$ 53.24	11,960.7795	D
Common Stock	11/07/2014		M	7,896 A	\$ 56	19,856.7795	D
Common Stock	11/07/2014		M	6,806 A	\$ 55.23	26,662.7795	D
Common Stock	11/07/2014		S	26,597 D	\$ 71.7977	65.7795 (2)	D

(1)

Common
Stock

6,119.8557
(3) I

By
Employee
Stock
Ownership
Plan

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
Employee Stock Option (Right to buy)	\$ 49.4	11/07/2014		M	5,392	02/10/2012 ⁽⁴⁾ 02/10/2021	Common Stock		
Employee Stock Option (Right to buy)	\$ 53.24	11/07/2014		M	6,503	02/09/2013 ⁽⁴⁾ 02/09/2022	Common Stock		
Employee Stock Option (Right to buy)	\$ 56	11/07/2014		M	7,896	02/14/2014 ⁽⁴⁾ 02/14/2023	Common Stock		
Employee Stock Option (Right to Buy)	\$ 55.23	11/07/2014		M	6,806	02/13/2015 ⁽⁴⁾ 02/13/2024	Common Stock		
Performance Rights	\$ 0 ⁽⁵⁾					01/01/2015 ⁽⁵⁾ 03/15/2015	Common Stock		
Performance Rights	\$ 0 ⁽⁵⁾					01/01/2016 ⁽⁵⁾ 03/15/2016	Common Stock		

Performance Rights	\$ 0 ⁽⁵⁾	01/01/2017 ⁽⁵⁾	03/15/2017	Common Stock	
Phantom Stock Unit	⁽⁶⁾	⁽⁷⁾	⁽⁷⁾	Common Stock	4,6
Restricted Stock Units 2011	⁽⁹⁾	02/10/2012	02/10/2015	Common Stock	21
Restricted Stock Units 2012	⁽⁹⁾	02/09/2013	02/09/2016	Common Stock	42
Restricted Stock Units 2013	⁽⁹⁾	02/14/2014	02/14/2017	Common Stock	64
Restricted Stock Units 2014	⁽⁹⁾	02/13/2015	02/13/2018	Common Stock	82

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cloninger Charles A 700 NORTH ADAMS STREET P.O. BOX 19001 GREEN BAY, WI 54307-9001			Executive VP, Electric Segment	

Signatures

Dane E. Allen, as Power of Attorney for Mr. Cloninger 11/12/2014

 **Signature of Reporting Person

 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The weighted average sale price reflects multiple transactions at prices ranging from \$71.315 - \$72.00.
- (2) Balance also reflects dividend reinvestment shares purchased on a quarterly basis.
- (3) Balance reflects shares pertaining to the quarterly dividend and periodic earnings adjustments under the Company's Employee Stock Ownership Plan.
- (4) Effective October 24, 2014, the Board of Directors accelerated the vesting of all the outstanding stock options, and all outstanding stock options are now fully vested.

Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals are satisfied. These goals are based on Company performance against an established industry benchmark, over a three year performance period. The final award of shares issued can be between 0% and 200% of the reported target award.
- (6) These phantom stock units convert to common stock on a one-for-one basis.

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- (7) Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both (1) following the calendar year in which service terminates with the Company, and (2) at least six months following termination, or later if the participant selected a later date.
- (8) Balance reflects quarterly dividends paid on phantom stock units and reinvested in additional phantom stock units, under the Company's Deferred Compensation Plan.
- (9) Each restricted stock unit represent a contingent right to receive one share of Company common stock. The restricted stock units vest in four equal annual installments beginning on the exercisable date.
- (10) Balance reflects the quarterly dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's Omnibus Incentive Plans.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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