

Guc William J
 Form 4
 February 13, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Guc William J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 130 EAST RANDOLPH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/09/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President and Treasurer

CHICAGO, IL 60601

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 1,114 | D | |
| Common Stock | | | | | 1,964.3568 | I | By ESOP |

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

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SEC 1474 (9-02)

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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 |
| Employee Stock Option (Right to buy) | \$ 53.24 <u>(1)</u> | 02/09/2012 | | A | 4,593 | 02/09/2013 | 02/09/2022 | Common Stock | 4 |
| Performance Rights | \$ 0 <u>(2)</u> | 02/09/2012 | | A | 1,549 | 01/01/2015 <u>(2)</u> | 06/30/2015 | Common Stock | 1 |
| Restricted Stock Units 2012 | <u>(3)</u> | 02/09/2012 | | A | 528 | <u>(4)</u> | <u>(4)</u> | Common Stock | |
| Employee Stock Option (Right to buy) | \$ 49.4 <u>(5)</u> | | | | | 02/10/2012 | 02/10/2021 | Common Stock | 3 |
| Performance Rights | \$ 0 <u>(2)</u> | | | | | 01/01/2014 <u>(2)</u> | 06/30/2014 | Common Stock | 1 |
| Phantom Stock Unit | <u>(6)</u> | | | | | <u>(7)</u> | <u>(8)</u> | Common Stock | 1,7 |
| Restricted Stock Units 2008 | <u>(3)</u> | | | | | <u>(9)</u> | <u>(9)</u> | Common Stock | 57 |
| Restricted Stock Units 2009 | <u>(3)</u> | | | | | <u>(10)</u> | <u>(10)</u> | Common Stock | 83 |
| Restricted Stock Units 2010 | <u>(3)</u> | | | | | <u>(11)</u> | <u>(11)</u> | Common Stock | 2,1 |
| Restricted Stock Units 2011 | <u>(3)</u> | | | | | <u>(12)</u> | <u>(12)</u> | Common Stock | 51 |

