Caro Jodi J Form 4 February 13, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Caro Jodi J			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			INTEGRYS ENERGY GROUP, INC. [TEG]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify			
130 EAST RANDOLPH STREET			02/11/2013	below)  VP - Genl Counsel & Secy			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
CHICAGO, IL 60601				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			
1 Title of 2	Transaction D	ate 2A Deem	ed 3 4 Securities Acquired (A	) 5 Amount of 6 7 Nature			

(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. Transactio Code (Instr. 8)	4. Securities our Disposed (Instr. 3, 4 and	of (D)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	02/11/2013		M	149.9583	A	\$ 55.87	2,471.4102	D		
Common Stock	02/11/2013		F	56.4595	D	\$ 55.87	2,414.9507	D		
Common Stock							1,564.2391	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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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transactic Code (Instr. 8)	orDeriv Secu Acqu Disp	umber of vative rities uired (A) or osed of (D) r. 3, 4, and	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying So (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units 2010	<u>(1)</u>	02/11/2013		M		149.9583	02/11/2011	02/11/2014	Common Stock
Employee Stock Option (Right to buy)	\$ 48.36						02/14/2009(2)	02/14/2018	Common Stock
Employee Stock Option (Right to buy)	\$ 42.12						02/12/2010(2)	02/12/2019	Common Stock
Employee Stock Option (Right to buy)	\$ 41.58						02/11/2011(2)	02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4						02/10/2012(2)	02/10/2021	Common Stock
Employee Stock Option (Right to buy)	\$ 53.24						02/09/2013(2)	02/09/2022	Common Stock
Performance Rights	\$ 0 (3)						01/01/2013(3)	06/30/2013	Common Stock
Performance Rights	\$ 0 (3)						01/01/2014(3)	06/30/2014	Common Stock
Performance Rights	\$ 0 (3)						01/01/2015(3)	06/30/2015	Common Stock

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Restricted Stock Units 2009	<u>(1)</u>	02/12/2010	02/12/2013	Common Stock
Restricted Stock Units 2011	<u>(1)</u>	02/10/2012	02/10/2015	Common Stock
Restricted Stock Units 2012	<u>(1)</u>	02/09/2013	02/09/2016	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Caro Jodi J

130 EAST RANDOLPH STREET VP - Genl Counsel & Secy

CHICAGO, IL 60601

# **Signatures**

Dane E. Allen, as Power of Attorney for Ms.
Caro 02/13/2013

\*\*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) 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.
- (2) The option vests in four equal annual installments beginning on the exercisable date.
- Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals (3) 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 target award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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