#### INTEGRYS ENERGY GROUP, INC.

Form 4

February 11, 2014

# 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

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16.

Form 4 or

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 Filed pur obligations may continue. See Instruction

1. Name and Address of Reporting Person \*

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock

(Print or Type Responses)

	AC DANIEL J	g 1 cison <u> </u>	Symbol	GRYS EN	NERGY GR			Issuer (Chec	k all applicab	
(Last)	(First)  VRENCE DRIVE	(Middle)	(Month	/Day/Year)	Transaction			Director X Officer (give below)		% Owner her (specify
1/10 LAV	VICE DITIVE		02/09/	2014				Pres, Integ	grys Energy So	ervices
	(Street)		4. If An	nendment, l	Date Original			6. Individual or Jo	int/Group Fil	ing(Check
DE PERE	, WI 54115		Filed(M	ionth/Day/Ye	ear)			Applicable Line) _X_ Form filed by C Form filed by M Person		
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivative S	ecurit	ies Acqu	ired, Disposed of	, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securities coor Disposed (Instr. 3, 4 and Amount	of (D)	` '	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)
Common Stock	02/09/2014			M	248.5119	A	\$ 53.19	855.3799	D	
Common Stock	02/09/2014			F	119.389	D	\$ 53.19	735.9909 (1)	D	
Common Stock								6,584.3858 (2)	I	By Employee Stock Ownership

Plan

Trust

Ι

80

By Joint

#### Edgar Filing: INTEGRYS ENERGY GROUP, INC. - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. Transa Code (Instr.			of (D)	6. Date Exercisabl Expiration Date (Month/Day/Year)		7. T Und (Ins
	Security							Date Exercisable	Expiration Date	Title
Phantom Stock Unit	(3)	02/09/2014		Code M	V	(A) 248.2354	(D)	<u>(4)</u>	<u>(4)</u>	Co S
Restricted Stock Units 2012	<u>(6)</u>	02/09/2014		M			496.7473	02/09/2013	02/09/2016	Co S
Restricted Stock Units 2010	<u>(6)</u>							02/11/2011	02/11/2014	Co S
Restricted Stock Units 2011	<u>(6)</u>							02/10/2012	02/10/2015	Co S
Restricted Stock Units 2013	<u>(6)</u>							02/14/2014	02/14/2017	Co S
Performance Rights	\$ 0 (9)							01/01/2014(9)	06/30/2014	Co S
Performance Rights	\$ 0 (9)							01/01/2015(9)	06/30/2015	Co S
Performance Rights	\$ 0 (9)							01/01/2016(9)	06/30/2016	Co S
Employee Stock Option (Right to buy)	\$ 58.65							05/17/2008(10)	05/17/2017	Co S
Employee Stock Option (Right to buy)	\$ 48.36							02/14/2009(10)	02/14/2018	Co S
	\$ 42.12							02/12/2010(10)	02/12/2019	

#### Edgar Filing: INTEGRYS ENERGY GROUP, INC. - Form 4

Employee Stock Option (Right to buy)				Co
Employee Stock Option (Right to buy)	\$ 41.58	02/11/2011(10)	02/11/2020	Co
Employee Stock Option (Right to buy)	\$ 49.4	02/10/2012(10)	02/10/2021	Co
Employee Stock Option (Right to buy)	\$ 53.24	02/09/2013(10)	02/09/2022	Co
Employee Stock Option (Right to buy)	\$ 56	02/14/2014(10)	02/14/2023	Co

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

VERBANAC DANIEL J 1716 LAWRENCE DRIVE DE PERE, WI 54115

Pres, Integrys Energy Services

## **Signatures**

Dane E. Allen, as Power of Attorney for Mr. Verbanac

02/11/2014

Date

\*\*Signature of Reporting Person

### **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) Balance also reflects dividend reinvestment shares purchased on June 20, September 20 and December 20, 2013.
- Balance reflects shares pertaining to the June 20, September 20 and December 20, 2013 dividend and shares allocated on June 30 and September 30, 2013 under the Company's Employee Stock Ownership Plan.
- (3) These phantom stock units convert to common stock on a one-for-one basis.
  - Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both (1)
- (4) 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.
- (5) Balance also reflects dividends paid on phantom stock units and reinvested in additional phantom stock units, under the Company's Deferred Compensation Plan on June 20, September 20 and December 20, 2013.

Reporting Owners 3

#### Edgar Filing: INTEGRYS ENERGY GROUP, INC. - Form 4

- (6) 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.
- (7) Balance also reflects the dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's Omnibus Incentive Plans on June 20, September 20 and December 20, 2013.
- (8) Balance reflects the dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's Omnibus Incentive Plans on June 20, September 20 and December 20, 2013.
- 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.
- (10) The option vests in four equal annual installments beginning on the exercisable date.

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.