INTEGRYS ENERGY GROUP, INC.

Form 4

Common

Stock

December 24, 2014

December 2	4, 2014											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL				
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287				
Check the if no long									Expires:	January 31,		
subject to Section 1 Form 4 c	CHANGES IN BENEFICIAL OWN SECURITIES							•	ed average hours per			
Form 5 obligations may continue. See Instruction 1(b). 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)												
VERBANAC DANIEL J Symbol				ssuer Name and Ticker or Trading bol EGRYS ENERGY GROUP,					5. Relationship of Reporting Person(s) to Issuer			
					J1 11	ZKOT C	iko (J1 ,	(Check all applicable)			
				f Earliest Transaction Day/Year)					Director 10% OwnerX Officer (give title Other (specify below) below)			
									Executive VP - IBS			
				endment, Date Original onth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
DE PERE, WI 54115 — Form filed by More than One Reporting Person								Keporung				
(City)	(State)	(Zip)	Tab	le I - No	n-I	Derivative	Secu	rities Aco	quired, Disposed o	of, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	tion Date 2A. Deemed by/Year) Execution Date, if any (Month/Day/Year)			etio	4. Securi or(A) or Di (Instr. 3,	spose	d of (D)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C				Code	V	Amount		Price	(Instr. 3 and 4)			
Common Stock	12/23/2014			S(1)		1,812	D	\$ 76.82	20.7596	D		
Common Stock									7,039.577	I	By Employee Stock Ownership Plan	

Daniel J.

Verbanac &

Jeanne M. Verbanac Rev. Trust

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Ι

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			U/A/D 1/15/04
Common Stock	324.904	I	Daniel J. & Jeanne M. Verbanac Rev. Trust U/A/D 1/15/2004

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. Transactic Code (Instr. 8)	orDeri Secu Acqı Disp	umber of vative urities uired (A) or posed of (D) rr. 3, 4, and	Expiration Date	6. Date Exercisable and Expiration Date (Month/Day/Year)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Unit	(2)	12/22/2014		<u>I(3)</u>		571.6928	<u>(4)</u>	<u>(4)</u>	Common Stock
Performance Rights	\$ 0 (6)						01/01/2016(6)	03/15/2016	Common Stock
Performance Rights	\$ 0 (6)						01/01/2017(6)	03/15/2017	Common Stock
Restricted Stock Units 2011	<u>(7)</u>						02/10/2012	02/10/2015	Common Stock
Restricted Stock Units 2012	<u>(7)</u>						02/09/2013	02/09/2016	Common Stock
Restricted Stock Units 2013	(7)						02/14/2014	02/14/2017	Common Stock
Restricted Stock Units 2014	(7)						02/13/2015	02/13/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VERBANAC DANIEL J 1716 LAWRENCE DRIVE DE PERE, WI 54115

Executive VP - IBS

Signatures

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

12/24/2014

**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).
- The transaction reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 19, 2014
- (2) These phantom stock units convert to common stock on a one-for-one basis.
- The transaction represents an exempt intra-fund transfer from the Integrys stock fund to a non-Integrys fund within the Deferred Compensation Plan.
- 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.
- Balance also reflects the quarterly dividend paid on phantom stock units and reinvested in additional phantom stock units, under the Company's Deferred Compensation Plan.
- 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.
- (7) 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.

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.

Reporting Owners 3