

INTEGRYS HOLDING, INC.

Form 4

July 01, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
KOEPEL HOLLY K

(Last) (First) (Middle)

200 EAST RANDOLPH STREET

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

INTEGRYS HOLDING, INC. [TEG]

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

06/29/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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Derivative Security			(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Deferred Stock Unit	(1)	06/29/2015	D	5,587.4681 (2)	(1)	(1)	Common Stock	5,587.46
Phantom Stock Unit	(3)	06/29/2015	D	2,189.6044 (4)	(3)	(3)	Common Stock	2,189.60

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOEPEL HOLLY K 200 EAST RANDOLPH STREET CHICAGO, IL 60601			X	

Signatures

Dane E. Allen, as Power of Attorney for Ms. Koepfel
 07/01/2015
 **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).
- Pursuant to the merger between Integrys Energy Group and Wisconsin Energy Corporation, as of the closing date, deferred stock units
- (1) (whether or not vested) were canceled and automatically converted into the right to receive a cash payment equal to the value of the merger consideration, payable in accordance with the terms of the Company's Deferred Compensation Plan.
- (2) Reflects the quarterly dividend paid on deferred stock units and reinvested in additional deferred stock units, under the Company's Deferred Compensation Plan.
- Pursuant to the merger between Integrys Energy Group and Wisconsin Energy Corporation, as of the closing date, phantom stock units
- (3) (whether or not vested) were canceled and automatically converted into the right to receive a cash payment equal to the value of the merger consideration, payable in accordance with the terms of the Company's Deferred Compensation Plan.
- (4) Reflects the quarterly dividend paid on phantom stock units and reinvested in additional phantom stock units, under the Company's Deferred Compensation Plan.

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.