

INTEGRYS ENERGY GROUP, INC.

Form 4

December 08, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
VERBANAC DANIEL J

(Last) (First) (Middle)  
1716 LAWRENCE DRIVE  
(Street)

DE PERE, WI 54115

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
12/04/2014

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)  
Executive VP - IBS

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	(A) or (D)	Price
Common Stock	12/04/2014		M		5,315	A	\$ 55.23
Common Stock	12/04/2014		S		3,315	D	\$ 74.9
Common Stock	12/04/2014		S		2,000	D	\$ 75
Common Stock							
Common Stock					7,039.577	I	

By Employee Stock Ownership Plan

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Common Stock 80 I By Joint Trust

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. 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 of Underlying Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 55.23	12/04/2014		M	5,315	02/13/2015 <sup>(1)</sup>	02/13/2024	Common Stock	
Performance Rights	\$ 0 <sup>(2)</sup>					01/01/2016 <sup>(2)</sup>	03/15/2016	Common Stock	
Performance Rights	\$ 0 <sup>(2)</sup>					01/01/2017 <sup>(2)</sup>	03/15/2017	Common Stock	
Performance Rights	\$ 0 <sup>(2)</sup>					01/01/2015 <sup>(2)</sup>	03/15/2015	Common Stock	
Phantom Stock Unit	<sup>(3)</sup>					<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	27,000
Restricted Stock Units 2011	<sup>(5)</sup>					02/10/2012	02/10/2015	Common Stock	5,000
Restricted Stock Units 2012	<sup>(5)</sup>					02/09/2013	02/09/2016	Common Stock	1,000
Restricted Stock Units 2013	<sup>(5)</sup>					02/14/2014	02/14/2017	Common Stock	1,400
Restricted Stock Units	<sup>(5)</sup>					02/13/2015	02/13/2018	Common Stock	1,800

