

Laakso William D
Form 4
February 14, 2013

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 *
Laakso William D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP - HR & Corp Comms

700 NORTH ADAMS STREET, P. O. BOX 19001

02/12/2013

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

GREEN BAY, WI 54307-9001

(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. 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/12/2013		M		46.3756 A \$ 56.21	D	
Common Stock	02/12/2013		F		33.1592 D \$ 56.21	D	
Common Stock					1,762.7373	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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(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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Underlying Instrument (Instr. 9)
					(A)	(D)	Date Exercisable	Expiration Date	
Restricted Stock Units 2009	<u>(1)</u>	02/12/2013		M		234.9205	02/12/2010	02/12/2013	Common Stock
Phantom Stock Unit	<u>(2)</u>	02/12/2013		M	188.5449	<u>(3)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock
Employee Stock Option (Right to buy)	\$ 42.12						02/12/2010 ⁽⁵⁾	02/12/2019	Common Stock
Employee Stock Option (Right to buy)	\$ 41.58						02/11/2011 ⁽⁵⁾	02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4						02/10/2012 ⁽⁵⁾	02/10/2021	Common Stock
Employee Stock Option (Right to buy)	\$ 53.24						02/09/2013 ⁽⁵⁾	02/09/2022	Common Stock
Performance Rights	\$ 0 ⁽⁶⁾						01/01/2013 ⁽⁶⁾	06/30/2013	Common Stock
Performance Rights	\$ 0 ⁽⁶⁾						01/01/2014 ⁽⁶⁾	06/30/2014	Common Stock
Performance Rights	\$ 0 ⁽⁶⁾						01/01/2015 ⁽⁶⁾	06/30/2015	Common Stock
Restricted Stock Units 2010	<u>(1)</u>						02/11/2011	02/11/2014	Common Stock

