

INTEGRYS ENERGY GROUP, INC.

Form 4

October 30, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to 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 \*  
**SCHROCK CHARLES A**

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)  
**200 EAST RANDOLPH STREET**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/28/2014**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and CEO**

**CHICAGO, IL 60601**

(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	10/28/2014		M <sup>(1)</sup>		16,901	A \$ 41.58	46,406.6517 D
Common Stock	10/28/2014		S <sup>(1)</sup>		16,901	D \$ 70.5074	29,505.6517 D
Common Stock							7,371.5809 I
							2,198.606 I

By Employee Stock Ownership Plan

Common  
Stockby Stock  
Investment  
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) (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
Employee Stock Option (Right to buy)	\$ 41.58	10/28/2014		M <sup>(1)</sup>	16,901	02/11/2011 <sup>(3)</sup>	02/11/2020	Common Stock	
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012 <sup>(3)</sup>	02/10/2021	Common Stock	
Employee Stock Option (Right to buy)	\$ 53.24					02/09/2013 <sup>(3)</sup>	02/09/2022	Common Stock	
Employee Stock Option (Right to buy)	\$ 56					02/14/2014 <sup>(3)</sup>	02/14/2023	Common Stock	
Employee Stock Option (Right to Buy)	\$ 55.23					02/13/2015 <sup>(3)</sup>	02/13/2024	Common Stock	
Performance Rights	\$ 0 <sup>(4)</sup>					01/01/2016 <sup>(4)</sup>	03/15/2016	Common Stock	
Performance Rights	\$ 0 <sup>(4)</sup>					01/01/2017 <sup>(4)</sup>	03/15/2017	Common Stock	



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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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