

INTEGRYS ENERGY GROUP, INC.
 Form 4
 December 03, 2014

FORM 4

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

OMB APPROVAL

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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 *
 Caro Jodi J

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)
 12/01/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP - Genl Counsel & Secy

CHICAGO, IL 60601

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/01/2014		M ⁽¹⁾		10,746	A	\$ 56
Common Stock	12/01/2014		M ⁽¹⁾		2,038	A	\$ 55.23
Common Stock	12/01/2014		S ⁽¹⁾		12,784	D	\$ 73.5189
Common Stock							\$ 2,165.6635
						I	By Employee Stock Ownership

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 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	Number of Shares
Employee Stock Option (Right to buy)	\$ 56	12/01/2014		M ⁽¹⁾	10,746	02/14/2014 ⁽³⁾	02/14/2023	Common Stock	
Employee Stock Option (Right to Buy)	\$ 55.23	12/01/2014		M ⁽¹⁾	2,038	02/13/2015 ⁽³⁾	02/13/2024	Common Stock	
Performance Rights	\$ 0 ⁽⁴⁾					01/01/2017 ⁽⁴⁾	03/15/2017	Common Stock	
Performance Rights	\$ 0 ⁽⁴⁾					01/01/2016 ⁽⁴⁾	03/15/2016	Common Stock	
Performance Rights	\$ 0 ⁽⁴⁾					01/01/2015 ⁽⁴⁾	03/15/2015	Common Stock	
Restricted Stock Units 2011	⁽⁵⁾					02/10/2012	02/10/2015	Common Stock	1
Restricted Stock Units 2012	⁽⁵⁾					02/09/2013	02/09/2016	Common Stock	3
Restricted Stock Units 2013	⁽⁵⁾					02/14/2014	02/14/2017	Common Stock	8
Restricted Stock Units	⁽⁵⁾					02/13/2015	02/13/2018	Common Stock	1

2014

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Caro Jodi J 200 EAST RANDOLPH STREET CHICAGO, IL 60601			VP - Genl Counsel & Secy	

Signatures

Dane E. Allen, as Power of Attorney for Ms. Caro	12/03/2014
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).
- (1) The transaction reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 7, 2014.
- (2) The weighted average sale price reflects multiple transactions at prices ranging from \$73.50 - \$73.60.
- (3) Effective October 24, 2014, the Board of Directors accelerated the vesting of all the outstanding stock options, and all outstanding stock options are now fully vested.
- (4) 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.
- (5) 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.