WEYERS LARRY L
Form 4
February 17, 2010

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

**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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
WEYERS LARRY L
(Last) (First) (Middle)
130 EAST RANDOLPH DRIVE
(Street)
CHICAGO, IL 60601
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2010

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | 02/12/2010 | | M | | 4,117 | A | $ 41.16 | 17,795.601 | D | |
| Common Stock | 02/12/2010 | | F | | 1,409 | D | $ 41.16 | 16,386.601 (1) | D | |
| Common Stock | 02/12/2010 | | M | | 2,652 | A | $ 41.16 | 19,038.601 | D | |
| Common Stock | 02/12/2010 | | F | | 907 | D | $ 41.16 | 18,131.601 (1) | D | |
| Common Stock | | | | | | | | 2,343.8193 | I | By ESOP |

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 Amo Underlying Secu (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am Nu Sha |
| Restricted Stock Units 2008 | (2) | 02/12/2010 | | M | | | 4,117 | (3) | (3) | Common Stock | |
| Restricted Stock Units 2009 | (2) | 02/12/2010 | | M | | | 2,652 | (4) | (4) | Common Stock | |
| Employee Stock Option (Right to buy) | $ 37.96 (5) | | | | | | | 12/12/2003 | 12/12/2012 | Common Stock | |
| Employee Stock Option (Right to buy) | $ 41.58 (6) | | | | | | | 02/11/2011 | 02/11/2020 | Common Stock | |
| Employee Stock Option (Right to buy) | $ 42.12 (7) | | | | | | | 02/12/2010 | 02/12/2019 | Common Stock | |
| Employee Stock Option (Right to buy) | $ 44.73 (8) | | | | | | | 12/10/2004 | 12/10/2013 | Common Stock | |
| Employee Stock Option (Right to buy) | $ 48.11 (9) | | | | | | | 12/08/2005 | 12/08/2014 | Common Stock | |
| | | | | | | | | 02/14/2009 | 02/14/2018 | | |

| | | | | | |
|---|---|---|---|---|---|
| Employee Stock Option (Right to buy) | $ 48.36 [(10)] | | | Common Stock | |
| Employee Stock Option (Right to buy) | $ 52.73 [(11)] | 12/07/2007 | 12/07/2016 | Common Stock | |
| Employee Stock Option (Right to buy) | $ 54.85 [(12)] | 12/07/2006 | 12/07/2015 | Common Stock | |
| Employee Stock Option (Right to buy) | $ 58.65 [(13)] | 05/17/2008 | 05/17/2017 | Common Stock | |
| Performance Rights | $ 0 [(14)] | 12/31/2009 [(14)] | 03/31/2010 | Common Stock | |
| Performance Rights | $ 0 [(15)] | 01/01/2010 [(16)] | 06/30/2010 | Common Stock | |
| Performance Rights | $ 0 [(15)] | 01/01/2011 [(16)] | 06/30/2011 | Common Stock | |
| Performance Rights | $ 0 [(15)] | 01/01/2012 [(16)] | 06/30/2012 | Common Stock | |
| Performance Rights | $ 0 [(15)] | 01/01/2013 [(16)] | 06/30/2013 | Common Stock | |
| Phantom Stock Unit | [(17)] | [(18)] | [(19)] | Common Stock | 65 |
| Restricted Stock Units 2010 | [(2)] | [(20)] | [(20)] | Common Stock | |

## Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| WEYERS LARRY L<br>130 EAST RANDOLPH DRIVE<br>CHICAGO, IL 60601 | X | | Executive Chairman | |

## Signatures

| | |
|---|---|
| By: Dane E. Allen, as Power of Attorney For: Mr. Weyers | 02/17/2010 |

**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). |
| **(1)** | Reflects the withholding of shares to satisfy tax payment for vested shares of Restricted Stock Units (RSU) under the Company's 2007 Omnibus Incentive Compensation Plan. Under the terms of the plan, the fair market value of any fractional share of Common Stock not used to satisfy the withholding obligation will be paid in cash at the time the RSU's are settled. |
| **(2)** | Each restricted stock unit represent a contingent right to receive one share of TEG common stock. |
| **(3)** | The restricted stock units vest in four equal annual installments beginning on February 14, 2009. |
| **(4)** | The restricted stock units vest in four equal annual installments beginning on February 12, 2010. |
| **(5)** | The option vests in four equal annual installments beginning on December 12, 2003. |
| **(6)** | The option vests in four equal annual installments beginning on February 11, 2011. |
| **(7)** | The option vests in four equal annual installments beginning on February 12, 2010. |
| **(8)** | The option vests in four equal annual installments beginning on December 10, 2004. |
| **(9)** | The option vests in four equal annual installments beginning on December 8, 2005. |
| **(10)** | The option vests in four equal annual installments beginning on February 14, 2009. |
| **(11)** | The option vests in four equal annual installments beginning on December 7, 2007. |
| **(12)** | The option vests in four equal annual installments beginning on December 7, 2006. |
| **(13)** | The option vests in four equal annual installments beginning on May 17, 2008. |
| **(14)** | The final number of shares issued will be based on company performance against an established industry benchmark for the performance period April 1, 2007, to December 31, 2009. |
| **(15)** | Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark. |
| **(16)** | Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark. |
| **(17)** | These phantom stock units convert to common stock on a one-for-one basis. |
| **(18)** | Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days following the end of the calendar year in which occurs the participant's retirement or termination of service. |
| **(19)** | Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days following the end of the calendar year in which occurs the participant's retirement or termination of service. |
| **(20)** | The restricted stock units vest in four equal annual installments beginning on February 11, 2011. |

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.