MIKULSKY PHILLIP M

Form 4 May 03, 2013

FORM 4

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

SECURITIES

OMB 3235-0287 Number:

OMB APPROVAL

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

0.5

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obligations

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MIKULSKY PHILLIP M			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) 700 NORTH O. BOX 1900		(Middle) TREET, P.	3. Date of Earliest Transaction (Month/Day/Year) 05/02/2013	Director 10% OwnerX Officer (give title Other (specibelow) below) Exec VP Corp Init & Chf Sec Of		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
GREEN BAY, WI 54307-9001				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. Transactic Code (Instr. 8)	4. Securit over Dispos (Instr. 3, 4	ed of (` '	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)		
Common Stock	05/02/2013		M	12,455	A	\$ 54.85	12,476.9923	D			
Common Stock	05/02/2013		S	12,455	D	\$ 61.8656 (1)	21.9923	D			
Common									By Employee		

Common 5,966.1838 Stock

Stock Ownership Plan

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Yea	6. Date Exercisable and Expiration Date (Month/Day/Year)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Nu Sh
Employee Stock Option (Right to buy)	\$ 54.85	05/02/2013		M	12,45	5 12/07/2006 <u>(2)</u>	12/07/2015	Common Stock
Employee Stock Option (Right to buy)	\$ 41.58					02/11/2011 <u>(2)</u>	02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012 <u>(2)</u>	02/10/2021	Common Stock
Employee Stock Option (Right to buy)	\$ 53.24					02/09/2013 <u>(2)</u>	02/09/2022	Common Stock
Employee Stock Option (Right to buy)	\$ 58.65					05/17/2008(2)	05/17/2017	Common Stock
Employee Stock Option (Right to buy)	\$ 56					02/14/2014 <u>(2)</u>	02/14/2023	Common Stock
Performance Rights	\$ 0 (3)					01/01/2016(3)	06/30/2016	Common Stock
Performance Rights	\$ 0 (3)					01/01/2014(3)	06/30/2014	Common Stock

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Performance Rights	\$ 0 <u>(3)</u>	01/01/2015(3)	06/30/2015	Common Stock	
Phantom Stock Unit	<u>(4)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	33
Restricted Stock Units 2010	<u>(6)</u>	02/11/2011	02/11/2014	Common Stock	
Restricted Stock Units 2011	<u>(6)</u>	02/10/2012	02/10/2015	Common Stock	1
Restricted Stock Units 2012	<u>(6)</u>	02/09/2013	02/09/2016	Common Stock	1
Restricted Stock Units 2013	<u>(6)</u>	02/14/2014	02/14/2017	Common Stock	2

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

MIKULSKY PHILLIP M 700 NORTH ADAMS STREET P.O. BOX 19001 GREEN BAY, WI 54307-9001

Exec VP Corp Init & Chf Sec Of

Signatures

Dane E. Allen, as Power of Attorney for Mr. Mikulsky

05/03/2013

Date

**Signature of Reporting Person

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 weighted average sale price reflects multiple transactions at prices ranging from \$61.85 \$61.89.
- (2) The option vests in four equal annual installments beginning on the exercisable date.
- Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals (3) 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.
- (4) These phantom stock units convert to common stock on a one-for-one basis.
- Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both (1)
- (5) following the calendar year in which service terminates with the Company, and (2) at least six months following termination, or later if the participant selected a later date.
- 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.

Reporting Owners 3

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