

INTEGRYS ENERGY GROUP, INC.

Form 4

October 16, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 and Chief Human Res Ofcr

700 NORTH ADAMS STREET, P. O. BOX 19001

10/14/2014

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/14/2014		M ⁽¹⁾		3,582	A	\$ 53.24
Common Stock	10/14/2014		M ⁽¹⁾		2,030	A	\$ 56
Common Stock	10/14/2014		S ⁽¹⁾		5,612	D	\$ 69
Common Stock							2,380.1835
							⁽³⁾
						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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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	Amount of Underlying Shares
Employee Stock Option (Right to buy)	\$ 53.24	10/14/2014		M ⁽¹⁾	3,582	02/09/2013 ⁽⁴⁾ 02/09/2022	Common Stock		
Employee Stock Option (Right to buy)	\$ 56	10/14/2014		M ⁽¹⁾	2,030	02/14/2014 ⁽⁴⁾ 02/14/2023	Common Stock		
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012 ⁽⁴⁾ 02/10/2021	Common Stock		
Employee Stock Option (Right to Buy)	\$ 55.23					02/13/2015 ⁽⁴⁾ 02/13/2024	Common Stock		
Performance Rights	\$ 0 ⁽⁵⁾					01/01/2016 ⁽⁵⁾ 03/15/2016	Common Stock		
Performance Rights	\$ 0 ⁽⁵⁾					01/01/2017 ⁽⁵⁾ 03/15/2017	Common Stock		
Performance Rights	\$ 0 ⁽⁵⁾					01/01/2015 ⁽⁵⁾ 03/15/2015	Common Stock		
Phantom Stock Unit	⁽⁶⁾					⁽⁷⁾ ⁽⁷⁾	Common Stock		2,4

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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.

- (10) Balance reflects the dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's Omnibus Incentive Plans on September 20, 2014.

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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