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INTEGRYS ENERGY GROUP, INC. Form 4 February 19, 2008 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading NARDI THOMAS A Issuer Symbol INTEGRYS ENERGY GROUP, (Check all applicable) INC. [TEG] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) 130 E. RANDOLPH DRIVE 02/14/2008 Pres, Integrys Bus Sup, a sub (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CHICAGO, IL 60601 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of 6. Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Indirect Beneficial (Instr. 3) anv Code Disposed of (D) Beneficially Form: Ownership (Instr. 3, 4 and 5) Owned Direct (D) (Month/Day/Year) (Instr. 8) (Instr. 4) Following or Indirect Reported (\mathbf{I}) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common 14,681.139 D Stock Common Trustee/401(k) 1,559.8305 Ι Stock Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Secu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Employee Stock Option (Right to buy)	\$ 48.36 (1)	02/14/2008		А	33,377	02/14/2009	02/14/2018	Common Stock	33
Performance Rights	\$ 0 <u>(2)</u>	02/14/2008		А	6,125	01/01/2011(3)	06/30/2011	Common Stock	6
Restricted Stock Units	<u>(4)</u>	02/14/2008		А	2,181	(5)	(5)	Common Stock	2
Employee Stock Option (Right to buy)	\$ 58.65 (<u>6)</u>					05/17/2008	05/17/2017	Common Stock	24
Performance Rights	\$ 0 <u>(7)</u>					12/31/2009 <u>(7)</u>	03/31/2010	Common Stock	4
Stock Option (Right to buy)	\$ 49.89					10/03/2002	10/03/2011	Common Stock	15

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
NARDI THOMAS A 130 E. RANDOLPH DRIVE CHICAGO, IL 60601			Pres, Integrys Bus Sup, a sub			
Signatures						
By: Barth J. Wolf, as Power of Nardi	Attorney	For: Mr.	02/19/2008			
<u>**</u> Signature of Reporting	g 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) The option vests in four equal annual installments beginning on February 14, 2009.
- (2) Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (3) Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (4) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (5) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
- (6) The option vests in four equal annual installments beginning on May 17, 2008.
- (7) 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.

Remarks:

Trustee/401(k) Plan: Acquired or disposed of on a periodic basis by the Trustee of the Company's Capital Accumulation Plan

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.