INTEGRYS ENERGY GROUP, INC. Form 4 October 07, 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 SCHROCK CHARLES A Issuer Symbol INTEGRYS ENERGY GROUP, (Check all applicable) INC. [TEG] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X\_Officer (give title (Month/Day/Year) below) below) 700 NORTH ADAMS STREET, P. 10/06/2008 President & CEO, WPSC, a sub O. BOX 19001 (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 GREEN BAY, WI 54307-9001 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 Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) anv Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported  $(\mathbf{I})$ (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Price Code V Amount (D) by Stk Common \$ Ρ 781.756 10/06/2008 1.558 Α Ι Invest Stock 48.1336 Plan Common 2.041 D Stock Common 3,677.9845 I By ESOP Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

# required to respond unless the form displays a currently valid OMB control number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | Code   | 5.<br>ionNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | (Month/Day/Year)<br>ve<br>s<br>l |                    | 7. Title and A<br>Underlying S<br>(Instr. 3 and 4 | Securities               |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|--------|--------------------------------------------------------------------------------------------------------------------------|----------------------------------|--------------------|---------------------------------------------------|--------------------------|
|                                                     |                                                                       |                                         | Code V | 7 (A) (D)                                                                                                                | Date Exercisable                 | Expiration<br>Date | Title                                             | Amoun<br>Numbe<br>Shares |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 34.09<br>(1)                                                       |                                         |        |                                                                                                                          | 12/13/2002                       | 12/13/2011         | Common<br>Stock                                   | 16,:                     |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 37.96<br>(2)                                                       |                                         |        |                                                                                                                          | 12/12/2003                       | 12/12/2012         | Common<br>Stock                                   | 16,                      |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 44.73<br>( <u>3)</u>                                               |                                         |        |                                                                                                                          | 12/10/2004                       | 12/10/2013         | Common<br>Stock                                   | 14,4                     |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 48.11<br>( <u>4)</u>                                               |                                         |        |                                                                                                                          | 12/08/2005                       | 12/08/2014         | Common<br>Stock                                   | 16,                      |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 48.36<br>(5)                                                       |                                         |        |                                                                                                                          | 02/14/2009                       | 02/14/2018         | Common<br>Stock                                   | 26,                      |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 52.73<br>( <u>6)</u>                                               |                                         |        |                                                                                                                          | 12/07/2007                       | 12/07/2016         | Common<br>Stock                                   | 14,                      |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 54.85<br>(7)                                                       |                                         |        |                                                                                                                          | 12/07/2006                       | 12/07/2015         | Common<br>Stock                                   | 13,                      |

| Employee<br>Stock Option<br>(Right to<br>buy) | \$ 58.65<br>(8)  | 05/17/2008     | 05/17/2017 | Common<br>Stock | 2,0   |
|-----------------------------------------------|------------------|----------------|------------|-----------------|-------|
| Performance<br>Rights                         | \$ 0 <u>(9)</u>  | 01/01/2009(10) | 06/30/2009 | Common<br>Stock | 1,8   |
| Performance<br>Rights                         | \$ 0 <u>(11)</u> | 12/31/2009(11) | 03/31/2010 | Common<br>Stock | 35    |
| Performance<br>Rights                         | \$ 0 <u>(9)</u>  | 01/01/2010(10) | 06/30/2010 | Common<br>Stock | 1,8   |
| Performance<br>Rights                         | \$ 0 <u>(9)</u>  | 01/01/2011(10) | 06/30/2011 | Common<br>Stock | 4,9   |
| Phantom<br>Stock Unit                         | (12)             | (13)           | (14)       | Common<br>Stock | 19,8  |
| Restricted<br>Stock Units                     | (15)             | (16)           | (16)       | Common<br>Stock | 1,831 |
|                                               |                  |                |            |                 |       |

# **Reporting Owners**

| <b>Reporting Owner Name / Address</b>                                                      | Relationships |           |                              |       |  |  |
|--------------------------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|--|--|
|                                                                                            | Director      | 10% Owner | Officer                      | Other |  |  |
| SCHROCK CHARLES A<br>700 NORTH ADAMS STREET<br>P. O. BOX 19001<br>GREEN BAY, WI 54307-9001 |               |           | President & CEO, WPSC, a sub |       |  |  |
| Cianaturaa                                                                                 |               |           |                              |       |  |  |

### Signatures

By: Dane E. Allen, as Power of Attorney For: Mr. Schrock

<u>\*\*</u>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).

10/07/2008

Date

- (1) The option vests in four equal annual installments beginning on December 13, 2002.
- (2) The option vests in four equal annual installments beginning on December 12, 2003.
- (3) The option vests in four equal annual installments beginning on December 10, 2004.
- (4) The option vests in four equal annual installments beginning on December 8, 2005.
- (5) The option vests in four equal annual installments beginning on February 14, 2009.
- (6) The option vests in four equal annual installments beginning on December 7, 2007.
- (7) The option vests in four equal annual installments beginning on December 7, 2006.
- (8) The option vests in four equal annual installments beginning on May 17, 2008.

(9)

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.

- (10) 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.
- (11) 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.
- (12) These phantom stock units convert to common stock on a one-for-one basis.
- (13) 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.
- (14) 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.
- (15) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (16) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.

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.