Edgar Filing: INTEGRYS ENERGY GROUP, INC. - Form 4

INTEGRYS ENERGY GROUP, INC. Form 4 October 27, 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 MIKULSKY PHILLIP M Issuer Symbol INTEGRYS ENERGY GROUP, (Check all applicable) INC. [TEG] (Middle) (Last) (First) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) 700 NORTH ADAMS STREET, P. 10/24/2008 Exec VP-Corp Dev & Shrd Servs 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 5. Amount of 6. Ownership 7. Nature of 2. Transaction Date 2A. Deemed 3. 4. Securities Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership (Month/Day/Year) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 5,199.389 D Stock Common I 7,579.8997 By ESOP Stock Common by Jt Trust 7,501 Ι Stock w/Spouse

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

Edgar Filing: INTEGRYS ENERGY GROUP, INC. - Form 4

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 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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Au Underlying Se (Instr. 3 and 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Unit	<u>(1)</u>	10/24/2008		А		25.4941		(2)	(3)	Common Stock
Employee Stock Option (Right to buy)	\$ 34.09 (<u>4)</u>							12/13/2002	12/13/2011	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)	\$ 44.73 (<u>6)</u>							12/10/2004	12/10/2013	Common Stock
Employee Stock Option (Right to buy)	\$ 48.11 (7)							12/08/2005	12/08/2014	Common Stock
Employee Stock Option (Right to buy)	\$ 48.36 (<u>8)</u>							02/14/2009	02/14/2018	Common Stock
Employee Stock Option (Right to buy)	\$ 52.73 (9)							12/07/2007	12/07/2016	Common Stock
Employee Stock Option (Right to buy)	\$ 54.85 (10)							12/07/2006	12/07/2015	Common Stock
Employee Stock Option	\$ 58.65 (11)							05/17/2008	05/17/2017	Common Stock

(Right to buy)				
Performance Rights	\$ 0 <u>(12)</u>	01/01/2009(13)	06/30/2009	Common Stock
Performance Rights	\$ 0 <u>(14)</u>	12/31/2009(14)	03/31/2010	Common Stock
Performance Rights	\$ 0 <u>(12)</u>	01/01/2010(13)	06/30/2010	Common Stock
Performance Rights	\$ 0 <u>(12)</u>	01/01/2011(13)	06/30/2011	Common Stock
Restricted Stock Units	(15)	(16)	(16)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MIKULSKY PHILLIP M 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001			Exec VP-Corp Dev & Shrd Servs				
Signatures							
By: Dane E. Allen, as Power of Attorney For: Mr. Mikulsky		10/27/2008					
<u>**</u> Signature of Reporting Pers	son		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) These phantom stock units convert to common stock on a one-for-one basis.
- (2) 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.
- (3) 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.
- (4) The option vests in four equal annual installments beginning on December 13, 2002.
- (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 December 10, 2004.
- (7) The option vests in four equal annual installments beginning on December 8, 2005.
- (8) The option vests in four equal annual installments beginning on February 14, 2009.
- (9) The option vests in four equal annual installments beginning on December 7, 2007.
- (10) The option vests in four equal annual installments beginning on December 7, 2006.
- (11) The option vests in four equal annual installments beginning on May 17, 2008.

Reporting Owners

Edgar Filing: INTEGRYS ENERGY GROUP, INC. - Form 4

- (12) 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.
- (13) 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.
- (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) 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.