MIKULSKY PHILLIP M

Form 4 April 19, 2010

FORM 4

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or Form 5

(Middle)

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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person *

(First)

MIKULSKY PHILLIP M

700 NORTH ADAMS

STREET, P.O. BOX 19001

2. Issuer Name and Ticker or Trading Symbol

INTEGRYS ENERGY GROUP,

INC. [TEG] 3. Date of Earliest Transaction

(Month/Day/Year) 04/16/2010

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner _X__ Officer (give title _ __ Other (specify below)

Exec VP-Corp Dev & Shrd Servs

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

GREEN BAY, WI 54307-9001

(City)	(State)	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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	04/16/2010		M	14,394	A	\$ 37.96	20,008.022	D	
Common Stock	04/16/2010		S	14,394	D	\$ 49	5,614.022 (1)	D	
Common Stock							9,004.6132	I	By ESOP
Common Stock							7,501	I	by Jt Trust w/Spouse

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

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SEC 1474 (9-02)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N
Employee Stock Option (Right to buy)	\$ 37.96 (2)	04/16/2010		M	14,394	12/12/2003	12/12/2012	Common Stock
Employee Stock Option (Right to buy)	\$ 41.58 (<u>3)</u>					02/11/2011	02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 42.12 (<u>4)</u>					02/12/2010	02/12/2019	Common Stock
Employee Stock Option (Right to buy)	\$ 44.73 (<u>5)</u>					12/10/2004	12/10/2013	Common Stock
Employee Stock Option (Right to buy)	\$ 48.11 (6)					12/08/2005	12/08/2014	Common Stock
Employee Stock Option (Right to buy)	\$ 48.36 (7)					02/14/2009	02/14/2018	Common Stock
Employee Stock Option (Right to buy)	\$ 52.73 (8)					12/07/2007	12/07/2016	Common Stock
						12/07/2006	12/07/2015	

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Employee Stock Option (Right to buy)	\$ 54.85 (<u>9)</u>			Common Stock
Employee Stock Option (Right to buy)	\$ 58.65 (10)	05/17/2008	05/17/2017	Common Stock
Performance Rights	\$ 0 <u>(11)</u>	01/01/2011(12)	06/30/2011	Common Stock
Performance Rights	\$ 0 <u>(11)</u>	01/01/2012(12)	06/30/2012	Common Stock
Performance Rights	\$ 0 <u>(11)</u>	01/01/2013(12)	06/30/2013	Common Stock
Phantom Stock Unit	<u>(13)</u>	<u>(14)</u>	<u>(15)</u>	Common Stock 3
Restricted Stock Units 2008	<u>(16)</u>	<u>(17)</u>	(17)	Common Stock
Restricted Stock Units 2009	<u>(16)</u>	<u>(18)</u>	(18)	Common Stock
Restricted Stock Units 2010	(16)	<u>(19)</u>	<u>(19)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MIKULSKY PHILLIP M			Exec				
700 NORTH ADAMS STREET			VP-Corp Dev				
P.O. BOX 19001			& Shrd Servs				
GREEN BAY, WI 54307-9001			& Sinu Scrvs				

Signatures

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

Mikulsky

04/19/2010

**Signature of Reporting 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 transaction on this Form 4 was affected pursuant to a Rule 10(b)5-1 trading plan.

Reporting Owners 3

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- (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 February 11, 2011.
- (4) The option vests in four equal annual installments beginning on February 12, 2010.
- (5) The option vests in four equal annual installments beginning on December 10, 2004.
- (6) The option vests in four equal annual installments beginning on December 8, 2005.
- (7) The option vests in four equal annual installments beginning on February 14, 2009.
- (8) The option vests in four equal annual installments beginning on December 7, 2007.
- (9) The option vests in four equal annual installments beginning on December 7, 2006.
- (10) The option vests in four equal annual installments beginning on May 17, 2008.
- (11) 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.
- (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) These phantom stock units convert to common stock on a one-for-one basis.
- 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.
- 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.
- (16) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (17) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
- (18) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
- (19) The restricted stock units vest in four equal annual installments beginning on February 11, 2011.

Remarks:

Table 1, Line 1 reflects dividends paid on Restricted Stock Awards and reinvested in additional Restricted Stock on March 22. 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.