

FORD DIANE L
 Form 4
 April 03, 2012

FORM 4

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

OMB APPROVAL

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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 *
 FORD DIANE L

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)
 03/30/2012

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 VP & Corporate Controller

700 NORTH ADAMS STREET, P. O. BOX 19001

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 03/30/2012 | | M | A | \$ 48.11 | 15,424.278 | D |
| Common Stock | 03/30/2012 | | S | D | \$ 53.1452 | 7,991.278 ⁽²⁾ | D |
| Common Stock | | | | | | 5,027.697 | I |

By
 Employee
 Stock
 Ownership
 Plan

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Common Stock 534.644 ⁽³⁾ I By Stock Investment 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 |
| Employee Stock Option (Right to buy) | \$ 48.11 | 03/30/2012 | | M | 7,433 | 12/08/2005 ⁽⁴⁾ 12/08/2014 | Common Stock | | |
| Employee Stock Option (Right to buy) | \$ 41.58 | | | | | 02/11/2011 ⁽⁴⁾ 02/11/2020 | Common Stock | | |
| Employee Stock Option (Right to buy) | \$ 42.12 | | | | | 02/12/2010 ⁽⁴⁾ 02/12/2019 | Common Stock | | |
| Employee Stock Option (Right to buy) | \$ 48.36 | | | | | 02/14/2009 ⁽⁴⁾ 02/14/2018 | 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) | \$ 52.73 | | | | | 12/07/2007 ⁽⁴⁾ 12/07/2016 | Common Stock | | |

| | | | | | |
|--------------------------------------|---------------------|---------------------------|------------|--------------|-----|
| Employee Stock Option (Right to buy) | \$ 53.24 | 02/09/2013 ⁽⁴⁾ | 02/09/2022 | Common Stock | |
| Employee Stock Option (Right to buy) | \$ 54.85 | 12/07/2006 ⁽⁴⁾ | 12/07/2015 | Common Stock | |
| Employee Stock Option (Right to buy) | \$ 58.65 | 05/17/2008 ⁽⁴⁾ | 05/17/2017 | Common Stock | |
| Performance Rights | \$ 0 ⁽⁵⁾ | 01/01/2013 ⁽⁵⁾ | 06/30/2013 | Common Stock | |
| Performance Rights | \$ 0 ⁽⁵⁾ | 01/01/2014 ⁽⁵⁾ | 06/30/2014 | Common Stock | |
| Performance Rights | \$ 0 ⁽⁵⁾ | 01/01/2015 ⁽⁵⁾ | 06/30/2015 | Common Stock | |
| Phantom Stock Unit | <u>(6)</u> | <u>(7)</u> | <u>(7)</u> | Common Stock | 11, |
| Restricted Stock Units 2009 | <u>(9)</u> | 02/12/2010 | 02/12/2013 | Common Stock | 287 |
| Restricted Stock Units 2010 | <u>(9)</u> | 02/11/2011 | 02/11/2014 | Common Stock | 555 |
| Restricted Stock Units 2011 | <u>(9)</u> | 02/10/2012 | 02/10/2015 | Common Stock | 679 |
| Restricted Stock Units 2012 | <u>(9)</u> | 02/09/2013 | 02/09/2016 | Common Stock | 844 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FORD DIANE L 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001 | | | VP & Corporate Controller | |

Signatures

Barth J. Wolf, as Power of Attorney for Ms.
Ford

04/03/2012

__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 weighted average sale price reflects multiple transactions at prices ranging from \$53.02 - \$53.18.
- (2) Balance also reflects dividend reinvestment shares purchased on March 20, 2012.
- (3) Balance reflects dividends reinvested through the Stock Investment Plan on March 20, 2012.
- (4) The option vests in four equal annual installments beginning on the exercisable date.
Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals are satisfied. These goals are based on Company performance against an established industry benchmark, over a three year performance period. The final award of shares issued can be between 0% and 200% of the target award.
- (5) These phantom stock units convert to common stock on a one-for-one basis.
- (6) 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.
- (7) Balance reflects dividends paid on Phantom Stock Units and reinvested in additional Phantom Stock Units, under the Company's Deferred Compensation Plan on March 20, 2012.
- (8) 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.
- (9) Balance reflects dividends paid on Restricted Stock Units and reinvested in additional Restricted Stock Units, under the Company's 2010 Omnibus Incentive Plan on March 20, 2012.
- (10)

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.