

O LEARY JOSEPH P
Form 4
March 26, 2013

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 *
O LEARY JOSEPH P

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)
130 EAST RANDOLPH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/26/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

CHICAGO, IL 60601

(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/26/2013		M		729	A	\$ 41.58
Common Stock	03/26/2013		S		729	D	\$ 57
Common Stock					2,713.9867	I	

By
Employee
Stock
Ownership
Plan

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

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(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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option (Right to buy)	\$ 41.58	03/26/2013		M	729	02/11/2011 ⁽¹⁾	02/11/2020	Common Stock	7
Employee Stock Option (Right to buy)	\$ 48.36					02/14/2009 ⁽¹⁾	02/14/2018	Common Stock	54
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012 ⁽¹⁾	02/10/2021	Common Stock	24
Employee Stock Option (Right to buy)	\$ 52.73					12/07/2007 ⁽¹⁾	12/07/2016	Common Stock	25
Employee Stock Option (Right to buy)	\$ 53.24					02/09/2013 ⁽¹⁾	02/09/2022	Common Stock	27
Employee Stock Option (Right to buy)	\$ 54.85					12/07/2006 ⁽¹⁾	12/07/2015	Common Stock	23
Employee Stock Option (Right to buy)	\$ 58.65					05/17/2008 ⁽¹⁾	05/17/2017	Common Stock	21

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period. The final award of shares issued can be between 0% and 200% of the reported target award.

- (3) These phantom stock units convert to common stock on a one-for-one basis.

Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both (1)

- (4) following the calendar year in which service terminates with the Company, and (2) at least six months following termination, or later if the participant selected a later date.

- (5) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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