

INTEGRYS ENERGY GROUP, INC.

Form 4

December 08, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
VERBANAC DANIEL J

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)  
1716 LAWRENCE DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/04/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive VP - IBS

DE PERE, WI 54115

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

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/04/2014		M		5,315	A	\$ 55.23
Common Stock	12/04/2014		S		3,315	D	\$ 74.9
Common Stock	12/04/2014		S		2,000	D	\$ 75
Common Stock					7,039.577	I	

By Employee Stock Ownership Plan

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Common Stock 80 I By Joint Trust

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 displays a currently valid OMB control number. 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 (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)
Employee Stock Option (Right to Buy)	\$ 55.23	12/04/2014		M	5,315	02/13/2015 <sup>(1)</sup> 02/13/2024	Common Stock
Performance Rights	\$ 0 <sup>(2)</sup>					01/01/2016 <sup>(2)</sup> 03/15/2016	Common Stock
Performance Rights	\$ 0 <sup>(2)</sup>					01/01/2017 <sup>(2)</sup> 03/15/2017	Common Stock
Performance Rights	\$ 0 <sup>(2)</sup>					01/01/2015 <sup>(2)</sup> 03/15/2015	Common Stock
Phantom Stock Unit	<sup>(3)</sup>					<sup>(4)</sup> <sup>(4)</sup>	Common Stock 27,
Restricted Stock Units 2011	<sup>(5)</sup>					02/10/2012 02/10/2015	Common Stock 5,
Restricted Stock Units 2012	<sup>(5)</sup>					02/09/2013 02/09/2016	Common Stock 1,0
Restricted Stock Units 2013	<sup>(5)</sup>					02/14/2014 02/14/2017	Common Stock 1,4
Restricted Stock Units	<sup>(5)</sup>					02/13/2015 02/13/2018	Common Stock 1,8

