

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

Common Stock 595.9859 I By Spouse

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Performance Rights	\$ 0 ⁽²⁾	12/17/2014		M	2,343	01/01/2015 ⁽³⁾ 03/15/2015	Common Stock
Performance Rights	\$ 0 ⁽²⁾					01/01/2016 ⁽²⁾ 03/15/2016	Common Stock
Performance Rights	\$ 0 ⁽²⁾					01/01/2017 ⁽²⁾ 03/15/2017	Common Stock
Phantom Stock Unit	⁽⁴⁾					⁽⁵⁾ ⁽⁵⁾	Common Stock 4,8
Restricted Stock Units 2011	⁽⁶⁾					02/10/2012 02/10/2015	Common Stock 24
Restricted Stock Units 2012	⁽⁶⁾					02/09/2013 02/09/2016	Common Stock 45
Restricted Stock Units 2013	⁽⁶⁾					02/14/2014 02/14/2017	Common Stock 1,3
Restricted Stock Units 2014	⁽⁶⁾					02/13/2015 02/13/2018	Common Stock 2,1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schott James F. 200 EAST RANDOLPH STREET CHICAGO, IL 60601			Exec VP & CFO	

Signatures

Dane E. Allen, as Power of Attorney for Mr. Schott
12/19/2014

__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) A portion of the performance share payout was deferred; with 100% of the deferred portion going into other mutual funds and not Company common stock. Under the terms of the plan, payout deferrals may be deferred into Company common stock or other mutual funds within the Deferred Compensation Plan.
 - (2) 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 reported target award.
 - (3) Effective October 24, 2014, the Board of Directors approved the acceleration of the distribution of performance stock rights with a performance period ending December 31, 2014, and a portion of the estimated distribution became payable effective December 17, 2014.
 - (4) These phantom stock units convert to common stock on a one-for-one basis.
 - (5) Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both (1) 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.
 - (6) 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. 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.