INTEGRYS ENERGY GROUP, INC.

Form 4 June 06, 2007

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** SCHROCK CHARLES A | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|--|--|--|--|--|
| | INTEGRYS ENERGY GROUP, INC. [TEG] | | | |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | Director 10% OwnerX_ Officer (give title Other (specify | | |
| 700 NORTH ADAMS STREET, P. O. BOX 19001 | 06/05/2007 | below) below) President, WPSC, a subsidiary | | |
| (Street) | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| GREEN BAY, WI 54307-9001 | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | Table I - Non-Derivative Securities A | canired. Disposed of or Beneficially Owne | | |

| | | reison | |
|--|--|--------|--|
| | | | |
| | | | |

| · | | Tabl | e I - Moll-D | erranve | Secui | mes Acqu | ii cu, Disposcu oi, | of Deficilcian | y Owned |
|--------------------------------------|---|---|--|---------------------------------------|------------------|--------------|--|---|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securit (A) or Di (Instr. 3, | spose | d of (D) | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or 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 | 06/05/2007 | | A | 1.367 | A | \$ 54.865 | 538.171 | I | by Stk Invest Plan |
| Common Stock | | | | | | | 2,212 | D | |
| Common Stock | | | | | | | 3,225.6416 | I | By ESOP |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8) | 5. orNumber of Derivating Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration Date (Month/Day/Yea we es d | 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 Shares | |
| Employee Stock Option (Right to buy) | \$ 34.09 (1) | | | | | 12/13/2002 | 12/13/2011 | Common Stock | 16,5 | |
| Employee Stock Option (Right to buy) | \$ 37.96 (2) | | | | | 12/12/2003 | 12/12/2012 | Common Stock | 16,9 | |
| Employee Stock Option (Right to buy) | \$ 44.73 (3) | | | | | 12/10/2004 | 12/10/2013 | Common Stock | 14,4 | |
| Employee Stock Option (Right to buy) | \$ 48.11 (4) | | | | | 12/08/2005 | 12/08/2014 | Common Stock | 16,0 | |
| Employee Stock Option (Right to buy) | \$ 52.73 (5) | | | | | 12/07/2007 | 12/07/2016 | Common Stock | 14,3 | |
| Employee Stock Option (Right to buy) | \$ 54.85 (6) | | | | | 12/07/2006 | 12/07/2015 | Common Stock | 13,5 | |
| Employee Stock Option (Right to buy) | \$ 58.65 (7) | | | | | 05/17/2008 | 05/17/2017 | Common Stock | 2,0 | |

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| Performance Rights | \$ 0 (8) | 01/01/2008(9) | 06/30/2008 | Common Stock | 1,8 |
|-----------------------|-----------------|---------------|------------|-----------------|--------|
| Performance Rights | \$ 0 <u>(8)</u> | 01/01/2009(9) | 06/30/2009 | Common Stock | 1,8 |
| Performance Rights | \$ O (10) | 12/31/2009 | 03/31/2010 | Common Stock | 35 |
| Performance Rights | \$ 0 <u>(8)</u> | 01/01/2010(9) | 06/30/2010 | Common Stock | 1,8 |
| Phantom Stock Unit | (11) | (12) | (13) | Common Stock | 15,837 |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SCHROCK CHARLES A 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001

President, WPSC, a subsidiary

Signatures

By: Peter H. Kauffman For: Charles A. Schrock 06/06/2007

**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 option vests in four equal annual installments beginning on December 13, 2002.
- (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 December 10, 2004.
- (4) The option vests in four equal annual installments beginning on December 8, 2005.
- (5) The option vests in four equal annual installments beginning on December 7, 2007.
- (6) The option vests in four equal annual installments beginning on December 7, 2006.
- (7) The option vests in four equal annual installments beginning on May 17, 2008.
- (8) Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (9) Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (10) The final number of shares issued will be based on company performance against an established industry benchmark for the performance period April 1, 2007, to December 31, 2009.
- (11) 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.

Reporting Owners 3

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(13) 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.

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.