

INTEGRYS ENERGY GROUP, INC.

Form 4

February 19, 2008

**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 \*  
**WOLF BARTH J**

(Last) (First) (Middle)  
**700 NORTH ADAMS STREET**  
(Street)

**GREEN BAY, WI 54301**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**INTEGRYS ENERGY GROUP, INC. [TEG]**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/14/2008**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**VP-Chief Legal Officer & Secy**

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					497.313	D	
Common Stock					162.1307	I	By ESOP

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

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SEC 1474 (9-02)

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to buy)	\$ 48.36 <u>(1)</u>	02/14/2008		A	14,686	02/14/2009	02/14/2018	Common Stock
Performance Rights	\$ 0	02/14/2008		H <sup>(2)</sup>	600	01/01/2008	06/30/2008	Common Stock
Performance Rights	\$ 0 <sup>(3)</sup>	02/14/2008		A	2,695	01/01/2011 <sup>(4)</sup>	06/30/2011	Common Stock
Restricted Stock Units	<u>(5)</u>	02/14/2008		A	959	<u>(6)</u>	<u>(6)</u>	Common Stock
Employee Stock Option (Right to buy)	\$ 34.09 <u>(7)</u>					12/13/2002	12/13/2011	Common Stock
Employee Stock Option (Right to buy)	\$ 37.96 <u>(8)</u>					12/12/2003	12/12/2012	Common Stock
Employee Stock Option (Right to buy)	\$ 44.73 <u>(9)</u>					12/10/2004	12/10/2013	Common Stock
Employee Stock Option (Right to buy)	\$ 48.11 <u>(10)</u>					12/08/2005	12/08/2014	Common Stock
Employee Stock Option (Right to buy)	\$ 52.73 <u>(11)</u>					12/07/2007	12/07/2016	Common Stock
Employee Stock Option (Right to buy)	\$ 54.85 <u>(12)</u>					12/07/2006	12/07/2015	Common Stock

Employee Stock Option (Right to buy)	\$ 58.65 <sup>(13)</sup>	05/17/2008	05/17/2017	Common Stock
Performance Rights	\$ 0 <sup>(3)</sup>	01/01/2009 <sup>(4)</sup>	06/30/2009	Common Stock
Performance Rights	\$ 0 <sup>(14)</sup>	12/31/2009 <sup>(14)</sup>	03/31/2010	Common Stock
Performance Rights	\$ 0 <sup>(3)</sup>	01/01/2010 <sup>(4)</sup>	06/30/2010	Common Stock
Phantom Stock Unit	<sup>(15)</sup>	<sup>(16)</sup>	<sup>(17)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOLF BARTH J 700 NORTH ADAMS STREET GREEN BAY, WI 54301			VP-Chief Legal Officer & Secy	

## Signatures

Barth J. Wolf                      02/19/2008

<sup>(1)</sup>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 February 14, 2009.
  - (2) Cancellation of long term incentive award with no payout being made.
  - (3) 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.
  - (4) 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.
  - (5) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
  - (6) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
  - (7) The option vests in four equal annual installments beginning on December 13, 2002.
  - (8) The option vests in four equal annual installments beginning on December 12, 2003.
  - (9) The option vests in four equal annual installments beginning on December 10, 2004.
  - (10) The option vests in four equal annual installments beginning on December 8, 2005.
  - (11) The option vests in four equal annual installments beginning on December 7, 2007.
  - (12) The option vests in four equal annual installments beginning on December 7, 2006.

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- (13) The option vests in four equal annual installments beginning on May 17, 2008.
- (14) 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.
- (15) These phantom stock units convert to common stock on a one-for-one basis.
- (16) 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.
- (17) 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.

**Remarks:**

Table 1, Line 2 Reflects shares allocated by the company's ESOP program on December 31, 2007.

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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