

INTEGRYS ENERGY GROUP, INC.

Form 4

July 16, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
RADTKE MARK A

(Last) (First) (Middle)
700 NORTH ADAMS STREET, P.
O. BOX 19001
(Street)

GREEN BAY, WI 54307-9001

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/15/2013

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)
Exec VP Shd Srv & Chf Stg Ofc

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	07/15/2013		M	V	3,703	A	\$ 41.58	25,840.6996	D	
Common Stock	07/15/2013		S	V	3,703	D	\$ 61.58	22,137.6996 (1)	D	
Common Stock								6,285.2129	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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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 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Shares
Employee Stock Option (Right to buy)	\$ 41.58	07/15/2013		M	3,703	02/11/2011 ⁽²⁾ 02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 42.12					02/12/2010 ⁽²⁾ 02/12/2019	Common Stock
Employee Stock Option (Right to buy)	\$ 48.36					02/14/2009 ⁽²⁾ 02/14/2018	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012 ⁽²⁾ 02/10/2021	Common Stock
Employee Stock Option (Right to buy)	\$ 53.24					02/09/2013 ⁽²⁾ 02/09/2022	Common Stock
Employee Stock Option (Right to buy)	\$ 56					02/14/2014 ⁽²⁾ 02/14/2023	Common Stock
Performance Rights	\$ 0 ⁽³⁾					01/01/2016 ⁽³⁾ 06/30/2016	Common Stock
Performance Rights	\$ 0 ⁽³⁾					01/01/2014 ⁽³⁾ 06/30/2014	Common Stock

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- (7) 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.
- (8) Balance reflects the dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's 2010 Omnibus Incentive Plan on June 20, 2013.

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.