

FORD DIANE L
Form 4
May 21, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
FORD DIANE L

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP and Corporate Controller

700 NORTH ADAMS STREET, P. O. BOX 19001

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

GREEN BAY, WI 54307-9001

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock | 05/17/2007 | | A ⁽¹⁾ | 199 A | \$ 0 <u>(1)</u> 2,495 | D | |
| Common Stock | | | | | 2,866.0992 | I | By ESOP |
| Common Stock | | | | | 111.494 | I | by Stk Invest Plan |

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

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SEC 1474
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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. 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) | Am Nu Sha |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-----------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (Right to buy) | \$ 58.65 <u>(2)</u> | 05/17/2007 | | A | 3,119 | 05/17/2008 05/17/2017 | Common Stock | |
| Performance Rights | \$ 0 <u>(3)</u> | 05/17/2007 | | A | 539 | 12/31/2009 03/31/2010 | Common Stock | |
| Employee Stock Option (Right to buy) | \$ 34.09 <u>(4)</u> | | | | | 12/13/2002 12/13/2011 | Common Stock | |
| Employee Stock Option (Right to buy) | \$ 34.75 <u>(5)</u> | | | | | 12/14/2001 12/14/2010 | Common Stock | |
| Employee Stock Option (Right to buy) | \$ 37.96 <u>(6)</u> | | | | | 12/12/2003 12/12/2012 | Common Stock | |
| Employee Stock Option (Right to buy) | \$ 44.73 <u>(7)</u> | | | | | 12/10/2004 12/10/2013 | Common Stock | |
| Employee Stock Option (Right to buy) | \$ 48.11 <u>(8)</u> | | | | | 12/08/2005 12/08/2014 | Common Stock | |
| Employee Stock Option (Right to buy) | \$ 52.73 <u>(9)</u> | | | | | 12/07/2007 12/07/2016 | Common Stock | |

| | | | | |
|--------------------------------------|------------------|----------------|------------|-----------------|
| Employee Stock Option (Right to buy) | \$ 54.85 (10) | 12/07/2006 | 12/07/2015 | Common Stock |
| Performance Rights | \$ 0 (11) | 01/01/2008(12) | 06/30/2008 | Common Stock |
| Performance Rights | \$ 0 (11) | 01/01/2009(12) | 06/30/2009 | Common Stock |
| Performance Rights | \$ 0 (11) | 01/01/2010(12) | 06/30/2010 | Common Stock |
| Phantom Stock Unit | (13) | (14) | (15) | Common Stock 8, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FORD DIANE L 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001 | | | VP and Corporate Controller | |

Signatures

By: Peter H. Kauffman, as Power of Attorney For: Ms. Ford 05/21/2007

__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) Awarded under the Company's 2007 Omnibus Incentive Compensation Plan. Awards of Restricted Stock were exempt from Section 16(b) pursuant to Rule 16b-3.
- (2) The option vests in four equal annual installments beginning on May 17, 2008.
- (3) 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.
- (4) The option vests in four equal annual installments beginning on December 13, 2002.
- (5) The option vests in four equal annual installments beginning on December 14, 2001.
- (6) The option vests in four equal annual installments beginning on December 12, 2003.
- (7) The option vests in four equal annual installments beginning on December 10, 2004.
- (8) The option vests in four equal annual installments beginning on December 8, 2005.
- (9) The option vests in four equal annual installments beginning on December 7, 2007.
- (10) The option vests in four equal annual installments beginning on December 7, 2006.
- (11) 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.

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- (12) 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.
- (13) These phantom stock units convert to common stock on a one-for-one basis.
- (14) 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.
- (15) 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:

By ESOP - Reflects shares allocated by the company's ESOP program on March 30, 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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