

INTEGRYS ENERGY GROUP, INC.

Form 4

February 15, 2013

**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 \*  
**KALLAS LINDA M**

(Last) (First) (Middle)  
**130 EAST RANDOLPH STREET**  
(Street)

**CHICAGO, IL 60601**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**02/14/2013**

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)  
**Vice President & Corporate Co**

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					7,658.2027	D	
Common Stock					1,583.3656	I	By Employee Stock Ownership Plan
Common Stock					170.989	I	By PE Employee Stock Ownership Plan

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Common Stock 488.2097 I By PE Capital Accumulation Plan

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 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 Number of Shares
Employee Stock Option (Right to buy)	\$ 56	02/14/2013		A	5,627	02/14/2014 <sup>(1)</sup> 02/14/2023	Common Stock 5
Performance Rights	\$ 0 <sup>(2)</sup>	02/14/2013		A	1,994	01/01/2016 <sup>(2)</sup> 06/30/2016	Common Stock 1
Restricted Stock Units 2013	<sup>(3)</sup>	02/14/2013		A	568	02/14/2014 02/14/2017	Common Stock 5
Employee Stock Option (Right to buy)	\$ 58.65					05/17/2008 <sup>(1)</sup> 05/17/2017	Common Stock 5
Employee Stock Option (Right to buy)	\$ 42.12					02/12/2010 <sup>(1)</sup> 02/12/2019	Common Stock 1
Employee Stock Option (Right to buy)	\$ 41.58					02/11/2011 <sup>(1)</sup> 02/11/2020	Common Stock 3
Employee Stock Option	\$ 49.4					02/10/2012 <sup>(1)</sup> 02/10/2021	Common Stock 3

(Right to buy)						
Employee Stock Option (Right to buy)	\$ 53.24		02/09/2013 <sup>(1)</sup>	02/09/2022	Common Stock	3
Performance Rights	\$ 0 <sup>(2)</sup>		01/01/2013 <sup>(2)</sup>	06/30/2013	Common Stock	1
Performance Rights	\$ 0 <sup>(2)</sup>		01/01/2014 <sup>(2)</sup>	06/30/2014	Common Stock	1
Performance Rights	\$ 0 <sup>(2)</sup>		01/01/2015 <sup>(2)</sup>	06/30/2015	Common Stock	1
Restricted Stock Units 2010	<sup>(3)</sup>		02/11/2011	02/11/2014	Common Stock	155
Restricted Stock Units 2011	<sup>(3)</sup>		02/10/2012	02/10/2015	Common Stock	254
Restricted Stock Units 2012	<sup>(3)</sup>		02/09/2013	02/09/2016	Common Stock	357

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KALLAS LINDA M 130 EAST RANDOLPH STREET CHICAGO, IL 60601			Vice President & Corporate Co	

## Signatures

Dane E. Allen, as Power of Attorney for Ms. Kallas 02/15/2013

\_\_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 the exercisable date.
  - (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 target award.
  - (3) 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.

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