

INTEGRYS ENERGY GROUP, INC.

Form 4

March 19, 2014

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 *
MIKULSKY PHILLIP M

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)
700 NORTH ADAMS STREET, P. O. BOX 19001

3. Date of Earliest Transaction (Month/Day/Year)
03/18/2014

____ Director
 Officer (give title below) _____ Other (specify below)
Exec VP Corp Init & Chf Sec Of

(Street)
GREEN BAY, WI 54307-9001

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

(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 Indirect Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------------------------------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 03/18/2014 | | S | 1,088 | D \$ 58.2445 | 0 | I | By Phillip & Susan Mikulsky Rev Trust |
| Common Stock | | | | | | 0.0238 | D | |
| Common Stock | | | | | | 6,258.991 | I | By Employee Stock Ownership Plan |

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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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (Right to buy) | \$ 41.58 | | | | | 02/11/2011 ⁽¹⁾ | 02/11/2020 | Common Stock | 7,1 |
| Employee Stock Option (Right to buy) | \$ 49.4 | | | | | 02/10/2012 ⁽¹⁾ | 02/10/2021 | Common Stock | 8,1 |
| Employee Stock Option (Right to buy) | \$ 53.24 | | | | | 02/09/2013 ⁽¹⁾ | 02/09/2022 | Common Stock | 13,5 |
| Employee Stock Option (Right to buy) | \$ 58.65 | | | | | 05/17/2008 ⁽¹⁾ | 05/17/2017 | Common Stock | 1,0 |
| Employee Stock Option (Right to buy) | \$ 56 | | | | | 02/14/2014 ⁽¹⁾ | 02/14/2023 | Common Stock | 20,4 |
| Employee Stock Option (Right to Buy) | \$ 55.23 | | | | | 02/13/2015 ⁽¹⁾ | 02/13/2024 | Common Stock | 17,6 |
| Performance Rights | \$ 0 ⁽²⁾ | | | | | 01/01/2016 ⁽²⁾ | 06/30/2016 | Common Stock | 7,2 |

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- (5) 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. 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.