

INTEGRYS ENERGY GROUP, INC.
 Form 4
 March 03, 2015

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 *
 Guc William J

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
 ___X___ Officer (give title below) ___ Other (specify below)

Vice President & Treasurer

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)

___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(Street)

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 Indirect Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	03/02/2015		M	5,205 A \$ 56	9,184.9818	D	
Common Stock	03/02/2015		S	5,205 D \$ 73.0815 (1)	3,979.9818	D	
Common Stock					2,983.0148	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
Employee Stock Option (Right to buy)	\$ 56	03/02/2015		M	5,205	02/14/2014 ⁽²⁾ 02/14/2023	Common Stock	5	
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	2	
Employee Stock Option (Right to Buy)	\$ 55.23					02/13/2015 ⁽²⁾ 02/13/2024	Common Stock	4	
Performance Rights	\$ 0 ⁽³⁾					01/01/2016 ⁽³⁾ 03/15/2016	Common Stock	1	
Performance Rights	\$ 0 ⁽³⁾					01/01/2017 ⁽³⁾ 03/15/2017	Common Stock	1	
Phantom Stock Unit	⁽⁴⁾					⁽⁵⁾ ⁽⁵⁾	Common Stock	4,8	
Restricted Stock Units 2012	⁽⁶⁾					02/09/2013 02/09/2016	Common Stock	15	
Restricted Stock Units	⁽⁶⁾					02/14/2014 02/14/2017	Common Stock	28	

