

WEYERS LARRY L
Form 4
April 02, 2010

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 *
WEYERS LARRY 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)
130 EAST RANDOLPH DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

CHICAGO, IL 60601

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/31/2010		F		1,071.418	D	\$ 47.305
Common Stock	03/31/2010		F		663.884	D	\$ 47.38
Common Stock						I	2,343.8193

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

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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 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 <u>(2)</u>					02/11/2011	02/11/2020	Common Stock	133
Employee Stock Option (Right to buy)	\$ 42.12 <u>(3)</u>					02/12/2010	02/12/2019	Common Stock	123
Employee Stock Option (Right to buy)	\$ 44.73 <u>(4)</u>					12/10/2004	12/10/2013	Common Stock	97
Employee Stock Option (Right to buy)	\$ 48.11 <u>(5)</u>					12/08/2005	12/08/2014	Common Stock	111
Employee Stock Option (Right to buy)	\$ 48.36 <u>(6)</u>					02/14/2009	02/14/2018	Common Stock	219
Employee Stock Option (Right to buy)	\$ 52.73 <u>(7)</u>					12/07/2007	12/07/2016	Common Stock	123
Employee Stock Option (Right to buy)	\$ 54.85 <u>(8)</u>					12/07/2006	12/07/2015	Common Stock	121
Employee Stock Option	\$ 58.65 <u>(9)</u>					05/17/2008	05/17/2017	Common Stock	63

(Right to buy)

Performance Rights	\$ 0 <u>(10)</u>	01/01/2011 ⁽¹¹⁾	06/30/2011	Common Stock	40
Performance Rights	\$ 0 <u>(10)</u>	01/01/2012 ⁽¹¹⁾	06/30/2012	Common Stock	29
Performance Rights	\$ 0 <u>(10)</u>	01/01/2013 ⁽¹¹⁾	06/30/2013	Common Stock	36
Phantom Stock Unit	<u>(12)</u>	<u>(13)</u>	<u>(14)</u>	Common Stock	66,40
Restricted Stock Units 2008	<u>(15)</u>	<u>(16)</u>	<u>(16)</u>	Common Stock	8,35
Restricted Stock Units 2009	<u>(15)</u>	<u>(17)</u>	<u>(17)</u>	Common Stock	8,07
Restricted Stock Units 2010	<u>(15)</u>	<u>(18)</u>	<u>(18)</u>	Common Stock	11,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEYERS LARRY L 130 EAST RANDOLPH DRIVE CHICAGO, IL 60601	X		Executive Chairman	

Signatures

By: Dane E. Allen, as Power of Attorney For: Mr. Weyers 04/02/2010

__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).

- Reflects the withholding of shares to satisfy tax payment for shares of Restricted Stock Awards that vested on Mr. Weyers' 3/31/2010 retirement date under the Company's 2005 Omnibus Incentive Compensation Plan and 2007 Omnibus Incentive Compensation Plan.
- (1) Under the terms of the plan, the fair market value of any fractional share of Common Stock not used to satisfy the withholding obligation will be paid in cash at the time the RSA's are settled.
 - (2) The option vests in four equal annual installments beginning on February 11, 2011.
 - (3) The option vests in four equal annual installments beginning on February 12, 2010.
 - (4) The option vests in four equal annual installments beginning on December 10, 2004.
 - (5) The option vests in four equal annual installments beginning on December 8, 2005.

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- (6) The option vests in four equal annual installments beginning on February 14, 2009.
- (7) The option vests in four equal annual installments beginning on December 7, 2007.
- (8) The option vests in four equal annual installments beginning on December 7, 2006.
- (9) The option vests in four equal annual installments beginning on May 17, 2008.
- (10) Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (11) Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (12) These phantom stock units convert to common stock on a one-for-one basis.
- (13) 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.
- (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) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (16) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
- (17) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
- (18) The restricted stock units vest in four equal annual installments beginning on February 11, 2011.

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.