

Schott James F.
Form 4
February 13, 2012

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

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 *
Schott James F.

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 Pres - External Affairs

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					0	D	
Common Stock					2,038.6561	I	By ESOP
Common Stock					523.575	I	by Spouse

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

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SEC 1474 (9-02)

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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)	Amount of Shares
Employee Stock Option (Right to buy)	\$ 53.24 ⁽¹⁾	02/09/2012		A	6,947	02/09/2013 02/09/2022	Common Stock	0
Performance Rights	\$ 0 ⁽²⁾	02/09/2012		A	2,343	01/01/2015 ⁽²⁾ 06/30/2015	Common Stock	2
Restricted Stock Units 2012	⁽³⁾	02/09/2012		A	799	⁽⁴⁾ ⁽⁴⁾	Common Stock	799
Employee Stock Option (Right to buy)	\$ 41.58 ⁽⁵⁾					02/11/2011 02/11/2020	Common Stock	4
Employee Stock Option (Right to buy)	\$ 42.12 ⁽⁶⁾					02/12/2010 02/12/2019	Common Stock	5
Employee Stock Option (Right to buy)	\$ 44.73					12/10/2004 12/10/2013	Common Stock	5
Employee Stock Option (Right to buy)	\$ 48.11 ⁽⁷⁾					12/08/2005 12/08/2014	Common Stock	5
Employee Stock Option (Right to buy)	\$ 48.36 ⁽⁸⁾					02/14/2009 02/14/2018	Common Stock	0
	\$ 49.4 ⁽⁹⁾					02/10/2012 02/10/2021		0

Employee Stock Option (Right to buy)					Common Stock	
Employee Stock Option (Right to buy)	\$ 52.73 <u>(10)</u>		12/07/2007	12/07/2016	Common Stock	
Employee Stock Option (Right to buy)	\$ 54.85 <u>(11)</u>		12/07/2006	12/07/2015	Common Stock	
Employee Stock Option (Right to buy)	\$ 58.65 <u>(12)</u>		05/17/2008	05/17/2017	Common Stock	
Performance Rights	\$ 0 <u>(2)</u>		01/01/2012 <u>(2)</u>	06/30/2012	Common Stock	
Performance Rights	\$ 0 <u>(2)</u>		01/01/2013 <u>(2)</u>	06/30/2013	Common Stock	
Performance Rights	\$ 0 <u>(2)</u>		01/01/2014 <u>(2)</u>	06/30/2014	Common Stock	
Phantom Stock Unit	<u>(13)</u>		<u>(14)</u>	<u>(14)</u>	Common Stock	4,2
Restricted Stock Units 2008	<u>(3)</u>		<u>(15)</u>	<u>(15)</u>	Common Stock	13
Restricted Stock Units 2009	<u>(3)</u>		<u>(16)</u>	<u>(16)</u>	Common Stock	25
Restricted Stock Units 2010	<u>(3)</u>		<u>(17)</u>	<u>(17)</u>	Common Stock	35
Restricted Stock Units 2011	<u>(3)</u>		<u>(18)</u>	<u>(18)</u>	Common Stock	85

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schott James F. 700 NORTH ADAMS STREET			Vice Pres - External Affairs	

P. O. BOX 19001
GREEN BAY, WI 54307-9001

Signatures

By: Dane E. Allen, as Power of Attorney For: Mr.
Schott

02/13/2012

__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 February 9, 2013.
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.
 - (2) Each restricted stock unit represent a contingent right to receive one share of Company common stock.
 - (3) The restricted stock units vest in four equal annual installments beginning on February 9, 2013.
 - (4) The option vests in four equal annual installments beginning on February 11, 2011.
 - (5) The option vests in four equal annual installments beginning on February 12, 2010.
 - (6) The option vests in four equal annual installments beginning on December 8, 2005.
 - (7) The option vests in four equal annual installments beginning on February 14, 2009.
 - (8) The option vests in four equal annual installments beginning on February 10, 2012.
 - (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) The option vests in four equal annual installments beginning on May 17, 2008.
 - (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) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
 - (15) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
 - (16) The restricted stock units vest in four equal annual installments beginning on February 11, 2011.
 - (17) The restricted stock units vest in four equal annual installments beginning on February 10, 2012.
 - (18)

Remarks:

Table I, Line I reflects dividend reinvestment shares purchased on September 20 and December 20, 2011. Table I, Line II refl

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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