INTEGRYS ENERGY GROUP, INC.

Form 4

February 22, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB Number: 3235-0287

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Stock

Stock

Common

(Print or Type Responses)

KALLAS LINDA M Syml INT				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)			Transaction			Director _X_ Officer (give		0% Owner ther (specify
				Month/Day/Year) 02/20/2013				below) Vice President & Corporate Co		
				I. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CHICAGO	O, IL 60601							Form filed by M Person	More than One I	Reporting
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivative S	ecurit	ties Acqu	uired, Disposed o	f, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securities oner Disposed (Instr. 3, 4 and Amount	of (D)		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)
Common Stock	02/20/2013			M	2,202	A	\$ 56.47	9,860.2027	D	
Common Stock	02/20/2013			F	741.7397	D	\$ 56.47	9,118.463	D	
Common								1 583 3656	ī	By Employee Stock

Ownership Plan

By PE

Employee Stock

1,583.3656

I

170.989

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			Ownership Plan
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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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. Transacti Code (Instr. 8)	5. Number 6. Date Exercisable and Expiration Date (Month/Day/Year) 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Performance Rights	\$ 0 (1)	02/20/2013		M		1,694	01/01/2013(1)	06/30/2013	Common Stock	1
Employee Stock Option (Right to buy)	\$ 58.65						05/17/2008(2)	05/17/2017	Common Stock	5
Employee Stock Option (Right to buy)	\$ 42.12						02/12/2010(2)	02/12/2019	Common Stock	1
Employee Stock Option (Right to buy)	\$ 41.58						02/11/2011(2)	02/11/2020	Common Stock	3
Employee Stock Option (Right to buy)	\$ 49.4						02/10/2012(2)	02/10/2021	Common Stock	3
Employee Stock Option (Right to	\$ 53.24						02/09/2013(2)	02/09/2022	Common Stock	3

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buy)					
Employee Stock Option (Right to buy)	\$ 56	02/14/2014(2)	02/14/2023	Common Stock	5
Performance Rights	\$ 0 <u>(1)</u>	01/01/2014(1)	06/30/2014	Common Stock	1
Performance Rights	\$ 0 <u>(1)</u>	01/01/2015(1)	06/30/2015	Common Stock	1
Performance Rights	\$ 0 <u>(1)</u>	01/01/2016(1)	06/30/2016	Common Stock	1
Restricted Stock Units 2010	(3)	02/11/2011	02/11/2014	Common Stock	155
Restricted Stock Units 2011	<u>(3)</u>	02/10/2012	02/10/2015	Common Stock	254
Restricted Stock Units 2012	<u>(3)</u>	02/09/2013	02/09/2016	Common Stock	357
Restricted Stock Units 2013	<u>(3)</u>	02/14/2014	02/14/2017	Common Stock	

Deletionship

Reporting Owners

Reporting Owner Name / Address	iciationships					
	Director	10% Owner	Officer	Other		

KALLAS LINDA M

130 EAST RANDOLPH STREET Vice President & Corporate Co

CHICAGO, IL 60601

Signatures

Dane E. Allen, as Power of Attorney for Ms.

Kallas

02/22/2013

**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).
- Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals (1) 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 reported target award.
- (2) The option vests in four equal annual installments beginning on the exercisable date.

Reporting Owners 3

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(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. 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.