

SCHROCK CHARLES A
Form 4
March 16, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
SCHROCK CHARLES A

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)
03/12/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

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	(D)	Price
Common Stock	03/15/2010		M		16,599	A	\$ 34.09
Common Stock	03/15/2010		S		16,599	D	\$ 46.1944
Common Stock					4,716.0065	I	
Common Stock					1,096.272	I	

By ESOP
by Stk Invest Plan

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

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(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 Underlying (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to buy)	\$ 34.09 <u>(1)</u>	03/15/2010		M	16,599	12/13/2002	12/13/2011	Comm Stock
Phantom Stock Unit	<u>(2)</u>	03/12/2010		A	13.9259	<u>(3)</u>	<u>(4)</u>	Comm Stock
Employee Stock Option (Right to buy)	\$ 37.96 <u>(5)</u>					12/12/2003	12/12/2012	Comm Stock
Employee Stock Option (Right to buy)	\$ 41.58 <u>(6)</u>					02/11/2011	02/11/2020	Comm Stock
Employee Stock Option (Right to buy)	\$ 42.12 <u>(7)</u>					02/12/2010	02/12/2019	Comm Stock
Employee Stock Option (Right to buy)	\$ 44.73 <u>(8)</u>					12/10/2004	12/10/2013	Comm Stock
Employee Stock Option (Right to buy)	\$ 48.11 <u>(9)</u>					12/08/2005	12/08/2014	Comm Stock
Employee Stock Option (Right to buy)	\$ 48.36 <u>(10)</u>					02/14/2009	02/14/2018	Comm Stock
						12/07/2007	12/07/2016	

Employee Stock Option (Right to buy)	\$ 52.73 <u>(11)</u>					Comm Stoc
Employee Stock Option (Right to buy)	\$ 54.85 <u>(12)</u>		12/07/2006	12/07/2015		Comm Stoc
Employee Stock Option (Right to buy)	\$ 58.65 <u>(13)</u>		05/17/2008	05/17/2017		Comm Stoc
Performance Rights	\$ 0 <u>(14)</u>		01/01/2011 ⁽¹⁵⁾	06/30/2011		Comm Stoc
Performance Rights	\$ 0 <u>(14)</u>		01/01/2012 ⁽¹⁵⁾	06/30/2012		Comm Stoc
Performance Rights	\$ 0 <u>(14)</u>		01/01/2013 ⁽¹⁵⁾	06/30/2013		Comm Stoc
Restricted Stock Units 2008	<u>(16)</u>		<u>(17)</u>	<u>(17)</u>		Comm Stoc
Restricted Stock Units 2009	<u>(16)</u>		<u>(18)</u>	<u>(18)</u>		Comm Stoc
Restricted Stock Units 2010	<u>(16)</u>		<u>(19)</u>	<u>(19)</u>		Comm Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHROCK CHARLES A 130 EAST RANDOLPH DRIVE CHICAGO, IL 60601	X		President & CEO	

Signatures

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

03/16/2010

 **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).

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- (1) The option vests in four equal annual installments beginning on December 13, 2002.
- (2) These phantom stock units convert to common stock on a one-for-one basis.
- (3) 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.
- (4) 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.
- (5) The option vests in four equal annual installments beginning on December 12, 2003.
- (6) The option vests in four equal annual installments beginning on February 11, 2011.
- (7) The option vests in four equal annual installments beginning on February 12, 2010.
- (8) The option vests in four equal annual installments beginning on December 10, 2004.
- (9) The option vests in four equal annual installments beginning on December 8, 2005.
- (10) The option vests in four equal annual installments beginning on February 14, 2009.
- (11) The option vests in four equal annual installments beginning on December 7, 2007.
- (12) The option vests in four equal annual installments beginning on December 7, 2006.
- (13) The option vests in four equal annual installments beginning on May 17, 2008.
- (14) 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.
- (15) 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.
- (16) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (17) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
- (18) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
- (19) 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.

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