

O LEARY JOSEPH P  
Form 4  
February 21, 2012

**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 \*  
O LEARY JOSEPH P

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 STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/16/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr VP & Chf Financial Officer

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                    | 02/16/2012                           |  | M                              |   | 7,944   | A  | \$ 54.06  |
| Common Stock                    | 02/16/2012                           |  | D                              |   | 6,355 <sup>(1)</sup>  | D  | \$ 54.06  |
| Common Stock                    | 02/16/2012                           |  | F                              |   | 591.8881  | D  | \$ 54.06  |
| Common Stock                    |                                      |  |                                |   | 2,348.7555  | I  |   |

By ESOP

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 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                          | Title        |
| Performance Rights                         | \$ 0 <sup>(2)</sup>                                    | 02/16/2012                           |  | M                              | 10,735  | 01/01/2012 <sup>(2)</sup>                                | 06/30/2012                               | Common Stock |
| Phantom Stock Unit                         | <sup>(3)</sup>   | 02/16/2012                           |  | M                              | 6,355 <sup>(4)</sup>  | <sup>(5)</sup>   | <sup>(5)</sup>                           | Common Stock |
| Employee Stock Option (Right to buy)       | \$ 41.58 <sup>(6)</sup>                                |                                      |  |                                |   | 02/11/2011   | 02/11/2020                               | Common Stock |
| Employee Stock Option (Right to buy)       | \$ 42.12 <sup>(7)</sup>                                |                                      |  |                                |   | 02/12/2010   | 02/12/2019                               | Common Stock |
| Employee Stock Option (Right to buy)       | \$ 44.73 <sup>(8)</sup>                                |                                      |  |                                |   | 12/10/2004   | 12/10/2013                               | Common Stock |
| Employee Stock Option (Right to buy)       | \$ 48.11 <sup>(9)</sup>                                |                                      |  |                                |   | 12/08/2005   | 12/08/2014                               | Common Stock |
| Employee Stock Option (Right to buy)       | \$ 48.36 <sup>(10)</sup>                               |                                      |  |                                |   | 02/14/2009   | 02/14/2018                               | Common Stock |
| Employee Stock Option (Right to buy)       | \$ 49.4 <sup>(11)</sup>                                |                                      |  |                                |   | 02/10/2012   | 02/10/2021                               | Common Stock |
| Employee Stock Option                      | \$ 52.73 <sup>(12)</sup>                               |                                      |  |                                |   | 12/07/2007   | 12/07/2016                               | Common Stock |

(Right to  
buy)

|   |                         |                            |             |                 |
|---|-------------------------|----------------------------|-------------|-----------------|
| Employee<br>Stock Option<br>(Right to<br>buy) | \$ 53.24<br><u>(13)</u> | 02/09/2013                 | 02/09/2022  | Common<br>Stock |
| Employee<br>Stock Option<br>(Right to<br>buy) | \$ 54.85<br><u>(14)</u> | 12/07/2006                 | 12/07/2015  | Common<br>Stock |
| Employee<br>Stock Option<br>(Right to<br>buy) | \$ 58.65<br><u>(15)</u> | 05/17/2008                 | 05/17/2017  | Common<br>Stock |
| Performance<br>Rights                         | \$ 0 <u>(2)</u>         | 01/01/2013 <sup>(16)</sup> | 06/30/2013  | Common<br>Stock |
| Performance<br>Rights                         | \$ 0 <u>(2)</u>         | 01/01/2014 <sup>(2)</sup>  | 06/30/2014  | Common<br>Stock |
| Performance<br>Rights                         | \$ 0 <u>(2)</u>         | 01/01/2015 <sup>(2)</sup>  | 06/30/2015  | Common<br>Stock |
| Restricted<br>Stock Units<br>2009             | <u>(17)</u>             | <u>(18)</u>                | <u>(18)</u> | Common<br>Stock |
| Restricted<br>Stock Units<br>2010             | <u>(17)</u>             | <u>(19)</u>                | <u>(19)</u> | Common<br>Stock |
| Restricted<br>Stock Units<br>2011             | <u>(17)</u>             | <u>(20)</u>                | <u>(20)</u> | Common<br>Stock |
| Restricted<br>Stock Units<br>2012             | <u>(17)</u>             | <u>(21)</u>                | <u>(21)</u> | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| O LEARY JOSEPH P<br>130 EAST RANDOLPH STREET<br>CHICAGO, IL 60601 |               |           | Sr VP & Chf Financial Officer |       |

## Signatures

By: Dane E. Allen, as Power of Attorney For: Mr.  
O'Leary

02/21/2012

\_\_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) A portion of the performance share payout was deferred; with 100% of the deferred portion going into Company common stock. Under the terms of the plan, payout deferrals may be deferred into Company common stock or other mutual funds within the Deferred Compensation Plan.
- (2) 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.
- (3) These phantom stock units convert to common stock on a one-for-one basis.
- (4) The acquired shares reflect the portion of the performance shares that have been deferred into Company common stock within the Company's Deferred Compensation Plan.
- (5) 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.
- (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 February 10, 2012.
- (12) The option vests in four equal annual installments beginning on December 7, 2007.
- (13) The option vests in four equal annual installments beginning on February 9, 2013.
- (14) The option vests in four equal annual installments beginning on December 7, 2006.
- (15) The option vests in four equal annual installments beginning on May 17, 2008.
- (16) 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.
- (17) Each restricted stock unit represent a contingent right to receive one share of Company common stock.
- (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.
- (20) The restricted stock units vest in four equal annual installments beginning on February 10, 2012.
- (21) The restricted stock units vest in four equal annual installments beginning on February 9, 2013.

### Remarks:

In Table II, due to a clerical error, 2,166.942 shares that were previously transferred to the reporting person's phantom stock un

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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