

INTEGRYS ENERGY GROUP, INC.

Form 4

December 19, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
VERBANAC DANIEL J

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)
1716 LAWRENCE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/17/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP - IBS

DE PERE, WI 54115

(City) (State) (Zip)

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

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	12/17/2014		M		6,187	A	\$ 75.68
Common Stock	12/17/2014		D		2,475 ⁽¹⁾	D	\$ 75.68
Common Stock	12/17/2014		F		1,899.3146	D	\$ 75.68
Common Stock	12/02/2014		G	V	273	D	\$ 0
							324.904 ⁽²⁾ ⁽³⁾
						I	Daniel J. & Jeanne M. Verbanac Rev. Trust U/A/D

Common Stock	7,039.577	I	1/15/2004 By Employee Stock Ownership Plan Daniel J. Verbanac & Jeanne M. Verbanac Rev. Trust U/A/D 1/15/04 ⁽⁴⁾
Common Stock	80	I	

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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Performance Rights	\$ 0 ⁽⁵⁾	12/17/2014		M	5,288	01/01/2015 ⁽⁶⁾	03/15/2015	Common Stock	
Performance Rights	\$ 0 ⁽⁵⁾					01/01/2016 ⁽⁵⁾	03/15/2016	Common Stock	
Performance Rights	\$ 0 ⁽⁵⁾					01/01/2017 ⁽⁵⁾	03/15/2017	Common Stock	
Phantom Stock Unit	⁽⁷⁾					⁽⁸⁾	⁽⁸⁾	Common Stock	27,
Restricted Stock Units 2011	⁽⁹⁾					02/10/2012	02/10/2015	Common Stock	5,
	⁽⁹⁾					02/09/2013	02/09/2016		1,0

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