

INTEGRYS ENERGY GROUP, INC.

Form 4

June 02, 2015

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 *
MIKULSKY PHILLIP M

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)
700 NORTH ADAMS STREET, P. O. BOX 19001

3. Date of Earliest Transaction (Month/Day/Year)
05/29/2015

____ Director
 Officer (give title below) _____ Other (specify below)
Exec VP Corp Init & Chf Sec Of

(Street)
GREEN BAY, WI 54307-9001

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/29/2015		S	2,241.112 D \$ 71.9599	12.888 ⁽¹⁾	I	By Phillip & Susan Mikulsky Rev Trust
Common Stock					0.1471 ⁽²⁾	D	
Common Stock					6,896.6522 ⁽³⁾	I	By Employee Stock Ownership Plan

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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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Performance Rights	\$ 0 ⁽⁴⁾					01/01/2016 ⁽⁴⁾	03/15/2016	Common Stock	7,200
Performance Rights	\$ 0 ⁽⁴⁾					01/01/2017 ⁽⁴⁾	03/15/2017	Common Stock	7,000
Phantom Stock Unit	⁽⁵⁾					⁽⁶⁾	⁽⁶⁾	Common Stock	36,826
Restricted Stock Units 2012	⁽⁸⁾					02/09/2013	02/09/2016	Common Stock	602,800
Restricted Stock Units 2013	⁽⁸⁾					02/14/2014	02/14/2017	Common Stock	1,140,000
Restricted Stock Units 2014	⁽⁸⁾					02/13/2015	02/13/2018	Common Stock	1,628,000
Restricted Stock Units 2015	⁽⁸⁾					02/12/2016	02/12/2019	Common Stock	7,741,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Exec VP Corp Init & Chf Sec Of

MIKULSKY PHILLIP M
700 NORTH ADAMS STREET
P. O. BOX 19001
GREEN BAY, WI 54307-9001

Signatures

Dane E. Allen, as Power of Attorney for Mr.
Mikulsky

06/02/2015

__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) Balance also reflects the February 26, 2015 transfer of 2,254 directly held shares to the Phillip M. Mikulsky & Susan V. Mikulsky Revocable Trust dated 6/24/1997.
- (2) Balance reflects dividend reinvestment shares which are acquired on a quarterly basis.
- (3) Balance reflects shares pertaining to the quarterly dividend and periodic earnings adjustments and share allocations under the Company's Employee Stock Ownership Plan.
- (4) 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 reported target award.
- (5) These phantom stock units convert to common stock on a one-for-one basis.
- (6) Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both (1) following the calendar year in which service terminates with the Company, and (2) at least six months following termination, or later if the participant selected a later date.
- (7) Balance reflects quarterly dividends paid on phantom stock units and reinvested in additional phantom stock units, under the Company's Deferred Compensation Plan.
- (8) 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.
- (9) Balance reflects the quarterly dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's Omnibus Incentive Plans.

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.