

MEINZ THOMAS P
Form 4
February 17, 2010

FORM 4

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

OMB APPROVAL

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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 *
MEINZ THOMAS 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)
700 NORTH ADAMS STREET, P.O. BOX 19001

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2010

____ Director
 Officer (give title below) _____ Other (specify below)
Exec VP&Chf Extrnl Affairs Off

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/12/2010		M	284 A \$ 41.16	1,076.171	D	
Common Stock	02/12/2010		F	115 D \$ 41.16	961.171 ⁽¹⁾	D	
Common Stock	02/12/2010		M	269 A \$ 41.16	1,230.171	D	
Common Stock	02/12/2010		F	109 D \$ 41.16	1,121.171 ⁽¹⁾	D	
Common Stock					8,764.3902	I	By ESOP

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Common Stock	118	I	by Jt Trust
Common Stock	4,313.948	I	by SIP in JT Trust

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)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Restricted Stock Units 2008	(2)	02/12/2010		M	284	(3)	(3)	Common Stock	
Restricted Stock Units 2009	(2)	02/12/2010		M	269	(4)	(4)	Common Stock	
Employee Stock Option (Right to buy)	\$ 34.09 (5)					12/13/2002	12/13/2011	Common Stock	1
Employee Stock Option (Right to buy)	\$ 34.75 (6)					12/14/2001	12/14/2010	Common Stock	5
Employee Stock Option (Right to buy)	\$ 37.96 (7)					12/12/2003	12/12/2012	Common Stock	1
Employee Stock Option (Right to buy)	\$ 41.58 (8)					02/11/2011	02/11/2020	Common Stock	1

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buy)

Employee Stock Option (Right to buy)	\$ 42.12 <u>(9)</u>	02/12/2010	02/12/2019	Common Stock	1
Employee Stock Option (Right to buy)	\$ 44.73 <u>(10)</u>	12/10/2004	12/10/2013	Common Stock	1
Employee Stock Option (Right to buy)	\$ 48.11 <u>(11)</u>	12/08/2005	12/08/2014	Common Stock	1
Employee Stock Option (Right to buy)	\$ 48.36 <u>(12)</u>	02/14/2009	02/14/2018	Common Stock	1
Employee Stock Option (Right to buy)	\$ 52.73 <u>(13)</u>	12/07/2007	12/07/2016	Common Stock	1
Employee Stock Option (Right to buy)	\$ 54.85 <u>(14)</u>	12/07/2006	12/07/2015	Common Stock	1
Employee Stock Option (Right to buy)	\$ 58.65 <u>(15)</u>	05/17/2008	05/17/2017	Common Stock	1
Performance Rights	\$ 0 <u>(16)</u>	12/31/2009 ⁽¹⁶⁾	03/31/2010	Common Stock	
Performance Rights	\$ 0 <u>(17)</u>	01/01/2010 ⁽¹⁸⁾	06/30/2010	Common Stock	1
Performance Rights	\$ 0 <u>(17)</u>	01/01/2011 ⁽¹⁸⁾	06/30/2011	Common Stock	2
Performance Rights	\$ 0 <u>(17)</u>	01/01/2012 ⁽¹⁸⁾	06/30/2012	Common Stock	2
Performance Rights	\$ 0 <u>(17)</u>	01/01/2013 ⁽¹⁸⁾	06/30/2013	Common Stock	3
Phantom Stock Unit	<u>(19)</u>	<u>(20)</u>	<u>(21)</u>	Common Stock	16,8
Restricted Stock Units 2010	<u>(2)</u>	<u>(22)</u>	<u>(22)</u>	Common Stock	1

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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.

(22) 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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