

O LEARY JOSEPH P
Form 4
March 25, 2013

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

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)
03/22/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

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 or Price		
Common Stock	03/22/2013		M		42,011 A \$ 42.12	48,272.4434	D
Common Stock	03/22/2013		S		42,011 D \$ 56.7703	6,261.4434	D
Common Stock	03/25/2013		M		23,304 A \$ 48.11	29,565.4434	D
Common Stock	03/25/2013		S		23,304 D \$ 56.7974	6,261.4434	D
						2,713.9867	I

Edgar Filing: O LEARY JOSEPH P - Form 4

Common
Stock

By
Employee
Stock
Ownership
Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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
Employee Stock Option (Right to buy)	\$ 42.12	03/22/2013		M	42,011	02/12/2010 ⁽³⁾ 02/12/2019	Common Stock
Employee Stock Option (Right to buy)	\$ 48.11	03/25/2013		M	23,304	12/08/2005 ⁽³⁾ 12/08/2014	Common Stock
Employee Stock Option (Right to buy)	\$ 41.58					02/11/2011 ⁽³⁾ 02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 48.36					02/14/2009 ⁽³⁾ 02/14/2018	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012 ⁽³⁾ 02/10/2021	Common Stock
Employee Stock Option (Right to buy)	\$ 52.73					12/07/2007 ⁽³⁾ 12/07/2016	Common Stock

buy)					
Employee Stock Option (Right to buy)	\$ 53.24	02/09/2013 ⁽³⁾	02/09/2022	Common Stock	
Employee Stock Option (Right to buy)	\$ 54.85	12/07/2006 ⁽³⁾	12/07/2015	Common Stock	
Employee Stock Option (Right to buy)	\$ 58.65	05/17/2008 ⁽³⁾	05/17/2017	Common Stock	
Employee Stock Option (Right to buy)	\$ 56	02/14/2014 ⁽³⁾	02/14/2023	Common Stock	
Performance Rights	\$ 0 ⁽⁴⁾	01/01/2016 ⁽⁴⁾	06/30/2016	Common Stock	
Performance Rights	\$ 0 ⁽⁴⁾	01/01/2014 ⁽⁴⁾	06/30/2014	Common Stock	
Performance Rights	\$ 0 ⁽⁴⁾	01/01/2015 ⁽⁴⁾	06/30/2015	Common Stock	
Phantom Stock Unit	⁽⁵⁾	⁽⁶⁾	⁽⁶⁾	Common Stock	70
Restricted Stock Units 2010	⁽⁷⁾	02/11/2011	02/11/2014	Common Stock	1
Restricted Stock Units 2011	⁽⁷⁾	02/10/2012	02/10/2015	Common Stock	1
Restricted Stock Units 2012	⁽⁷⁾	02/09/2013	02/09/2016	Common Stock	2
Restricted Stock Units 2013	⁽⁷⁾	02/14/2014	02/14/2017	Common Stock	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
 Senior Vice President

