

INTEGRYS HOLDING, INC.
Form 4
July 01, 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 *
Schott James F.

2. Issuer Name and Ticker or Trading Symbol
INTEGRYS HOLDING, INC. [TEG]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
200 EAST RANDOLPH STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/29/2015

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Exec VP & CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/29/2015 | | D | | 2,024.9447 | D | \$ 0 (1) |
| Common Stock | 06/29/2015 | | D | | 3,163.8651 | D | \$ 0 (1) |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Phantom Stock Unit | (2) | 06/29/2015 | | D | 5,441.8947 | (2) | (2) | Common Stock |
| Restricted Stock Units 2012 | (3) | 06/29/2015 | | D | 234.1333 (4) | 02/09/2013 | 02/09/2016 | Common Stock |
| Restricted Stock Units 2013 | (3) | 06/29/2015 | | D | 923.3022 (4) | 02/14/2014 | 02/14/2017 | Common Stock |
| Restricted Stock Units 2014 | (3) | 06/29/2015 | | D | 1,671.1772 (4) | 02/13/2015 | 02/13/2018 | Common Stock |
| Restricted Stock Units 2015 | (3) | 06/29/2015 | | D | 7,945.2635 (4) | 02/12/2016 | 02/12/2019 | Common Stock |
| Performance Rights | \$ 0 (5) | 06/29/2015 | | D | 5,818 | 01/01/2016 | 03/15/2016 | Common Stock |
| Performance Rights | \$ 0 (5) | 06/29/2015 | | D | 7,168 | 01/01/2017 | 03/15/2017 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schott James F. 200 EAST RANDOLPH STREET CHICAGO, IL 60601 | | | Exec VP & CFO | |

Signatures

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

07/01/2015

**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) Pursuant to the merger between Integrys Energy Group and Wisconsin Energy Corporation, as of the closing date, the outstanding shares of Integrys common stock were automatically converted into the right to receive allocations of the merger consideration, consisting of 1.128 WEC Energy Group shares and \$18.58 cash per share (referred to as the "merger consideration").
- (2) Pursuant to the merger between Integrys Energy Group and Wisconsin Energy Corporation, as of the closing date, phantom stock units (whether or not vested) were canceled and automatically converted into the right to receive a cash payment equal to the value of the merger consideration, payable in accordance with the terms of the Company's Deferred Compensation Plan.
- (3) Pursuant to the merger between Integrys Energy Group and Wisconsin Energy Corporation, as of the closing date, restricted stock units (whether or not vested) were canceled and automatically converted into the right to receive a cash payment equal to the value of the merger consideration.
- (4) Reflects the quarterly dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's Omnibus Incentive Plans.
- (5) Pursuant to the merger between Integrys Energy Group and Wisconsin Energy Corporation, as of the closing date, performance rights (whether or not vested) were canceled and automatically converted into the right to receive a cash payment equal to the value of the merger consideration, with the final award (a) for 2013 performance rights at 148% of the reported target award and (b) for 2014 performance rights at 200% of the reported target award.

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.