

WEYERS LARRY L
Form 4
March 22, 2007

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 *
WEYERS LARRY L

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 E. RANDOLPH DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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 (A) or (D) Price			
Common Stock	03/22/2007		M	13,413 A \$ 34.75	22,502	D	
Common Stock	03/22/2007		S	13,413 D \$ 54.9944	9,089	D	
Common Stock					1,487.3789	I	By ESOP

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

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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 (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to buy)	\$ 34.75 <u>(1)</u>	03/22/2007		M		12/14/2001	12/14/2010	Comm Stock
Phantom Stock Unit	<u>(2)</u>	03/20/2007		A	58.6393	<u>(3)</u>	<u>(4)</u>	Comm Stock
Employee Stock Option (Right to buy)	\$ 34.09 <u>(5)</u>					12/13/2002	12/13/2011	Comm Stock
Employee Stock Option (Right to buy)	\$ 37.96 <u>(6)</u>					12/12/2003	12/12/2012	Comm Stock
Employee Stock Option (Right to buy)	\$ 44.73 <u>(7)</u>					12/10/2004	12/10/2013	Comm Stock
Employee Stock Option (Right to buy)	\$ 48.11 <u>(8)</u>					12/08/2005	12/08/2014	Comm Stock
Employee Stock Option (Right to buy)	\$ 52.73 <u>(9)</u>					12/07/2007	12/07/2016	Comm Stock
Employee Stock Option (Right to buy)	\$ 54.85 <u>(10)</u>					12/07/2006	12/07/2015	Comm Stock
Performance Rights	\$ 0 <u>(11)</u>					01/01/2008 ⁽¹²⁾	06/30/2008	Comm Stock
Performance Rights	\$ 0 <u>(11)</u>					01/01/2009 ⁽¹²⁾	06/30/2009	Comm Stock

Performance Rights \$ 0 ⁽¹¹⁾

01/01/2010⁽¹²⁾ 06/30/2010

Comm
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEYERS LARRY L 130 E. RANDOLPH DRIVE CHICAGO, IL 60601	X		President and CEO	

Signatures

By: Peter H. Kauffman, as Power of Attorney For: Mr. Weyers

03/22/2007

__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) The option vests in four equal annual installments beginning on December 14, 2001.
- (2) These phantom stock units convert to common stock on a one-for-one basis.
- (3) 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.
- (4) 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.
- (5) The option vests in four equal annual installments beginning on December 13, 2002.
- (6) The option vests in four equal annual installments beginning on December 12, 2003.
- (7) The option vests in four equal annual installments beginning on December 10, 2004.
- (8) The option vests in four equal annual installments beginning on December 8, 2005.
- (9) The option vests in four equal annual installments beginning on December 7, 2007.
- (10) The option vests in four equal annual installments beginning on December 7, 2006.
- (11) Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (12) Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.

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.