

INTEGRYS ENERGY GROUP, INC.

Form 5

February 06, 2008

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362

Expires: January 31, 2005

Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
NARDI THOMAS A

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2007

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

Pres, Integrys Bus Sup, a sub

130 E. RANDOLPH DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60601

(City) (State) (Zip)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----|--|--|---|
| | | | | (A) | (D) | Price | | |
| Common Stock | 02/21/2007 | Â | A | 1.5485 | D | \$ 0 | 16,067.125 (1) | D Â |
| Common Stock | 06/20/2007 | Â | A | 19.564 | A | \$ 52.425 | 16,140.564 | D Â |
| Common Stock | 09/20/2007 | Â | A | 19.917 | A | \$ 52.145 | 16,160.481 | D Â |
| Common Stock | 12/20/2007 | Â | A | 20.658 | A | \$ 50.91 | 14,681.139 | D Â |

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Common Stock 12/31/2007 Â A 0.6932 D \$ 0 1,556.9073 I Trustee/401(k) Plan

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

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SEC 2270 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|-------------------------------|
| Employee Stock Option (Right to buy) | \$ 58.65 ⁽²⁾ | Â | Â | Â | Â Â | Date Exercisable: 05/17/2008 Expiration Date: 05/17/2017 | Common Stock | 24, |
| Performance Rights | \$ 0 ⁽³⁾ | Â | Â | Â | Â Â | 12/31/2009 ⁽³⁾ 03/31/2010 | Common Stock | 4,2 |
| Stock Option (Right to buy) | \$ 49.89 | Â | Â | Â | Â Â | 10/03/2002 10/03/2011 | Common Stock | 15, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NARDI THOMAS A 130 E. RANDOLPH DRIVE CHICAGO, IL 60601 | Â | Â | Â Pres, IntegrYS Bus Sup, a sub | Â |

Signatures

By: Barth J. Wolf, as Power of Attorney For: Mr. Nardi

02/06/2008

__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) Reflects clerical error made at conversion from Peoples Energy stock to Integrys Energy Group stock.
- (2) The option vests in four equal annual installments beginning on May 17, 2008.
- (3) The final number of shares issued will be based on company performance against an established industry benchmark for the performance period April 1, 2007, to December 31, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.