

INTEGRYS ENERGY GROUP, INC.

Form 4

February 19, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WOLF BARTH J**

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**  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/14/2008**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**VP-Chief Legal Officer & Secy**

**GREEN BAY, WI 54301**

(City) (State) (Zip)

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V Amount (D) Price                                                         |                                                                                                                    |                                                                      |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 497.313                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 162.1307                                                                                                           | I                                                                    | By ESOP                                                           |

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

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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and A<br>Underlying S<br>(Instr. 3 and 4) |                    |                 |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------|--------------------|-----------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D) | Date Exercisable                                   | Expiration<br>Date | Title           |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 48.36<br><u>(1)</u>                                                | 02/14/2008                              |                                                             | A                                       |                                                                                                           | 14,686                                                         |     | 02/14/2009                                         | 02/14/2018         | Common<br>Stock |
| Performance<br>Rights                               | \$ 0                                                                  | 02/14/2008                              |                                                             | H <u>(2)</u>                            |                                                                                                           |                                                                | 600 | 01/01/2008                                         | 06/30/2008         | Common<br>Stock |
| Performance<br>Rights                               | \$ 0 <u>(3)</u>                                                       | 02/14/2008                              |                                                             | A                                       |                                                                                                           | 2,695                                                          |     | 01/01/2011 <u>(4)</u>                              | 06/30/2011         | Common<br>Stock |
| Restricted<br>Stock Units                           | <u>(5)</u>                                                            | 02/14/2008                              |                                                             | A                                       |                                                                                                           | 959                                                            |     | <u>(6)</u>                                         | <u>(6)</u>         | Common<br>Stock |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 34.09<br><u>(7)</u>                                                |                                         |                                                             |                                         |                                                                                                           |                                                                |     | 12/13/2002                                         | 12/13/2011         | Common<br>Stock |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 37.96<br><u>(8)</u>                                                |                                         |                                                             |                                         |                                                                                                           |                                                                |     | 12/12/2003                                         | 12/12/2012         | Common<br>Stock |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 44.73<br><u>(9)</u>                                                |                                         |                                                             |                                         |                                                                                                           |                                                                |     | 12/10/2004                                         | 12/10/2013         | Common<br>Stock |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 48.11<br><u>(10)</u>                                               |                                         |                                                             |                                         |                                                                                                           |                                                                |     | 12/08/2005                                         | 12/08/2014         | Common<br>Stock |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 52.73<br><u>(11)</u>                                               |                                         |                                                             |                                         |                                                                                                           |                                                                |     | 12/07/2007                                         | 12/07/2016         | Common<br>Stock |
| Employee<br>Stock Option<br>(Right to<br>buy)       | \$ 54.85<br><u>(12)</u>                                               |                                         |                                                             |                                         |                                                                                                           |                                                                |     | 12/07/2006                                         | 12/07/2015         | Common<br>Stock |

|                                               |                  |                |            |                 |
|-----------------------------------------------|------------------|----------------|------------|-----------------|
| Employee<br>Stock Option<br>(Right to<br>buy) | \$ 58.65<br>(13) | 05/17/2008     | 05/17/2017 | Common<br>Stock |
| Performance<br>Rights                         | \$ 0 (3)         | 01/01/2009(4)  | 06/30/2009 | Common<br>Stock |
| Performance<br>Rights                         | \$ 0 (14)        | 12/31/2009(14) | 03/31/2010 | Common<br>Stock |
| Performance<br>Rights                         | \$ 0 (3)         | 01/01/2010(4)  | 06/30/2010 | Common<br>Stock |
| Phantom<br>Stock Unit                         | (15)             | (16)           | (17)       | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                               |       |
|---------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                               | Director      | 10% Owner | Officer                       | Other |
| WOLF BARTH J<br>700 NORTH ADAMS STREET<br>GREEN BAY, WI 54301 |               |           | VP-Chief Legal Officer & Secy |       |

## Signatures

Barth J. Wolf                      02/19/2008

\_\_\_\_Signature of                      Date  
Reporting Person

## 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 February 14, 2009.
- (2) Cancellation of long term incentive award with no payout being made.
- (3) 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.
- (4) 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.
- (5) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (6) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
- (7) The option vests in four equal annual installments beginning on December 13, 2002.
- (8) The option vests in four equal annual installments beginning on December 12, 2003.
- (9) The option vests in four equal annual installments beginning on December 10, 2004.
- (10) The option vests in four equal annual installments beginning on December 8, 2005.
- (11) The option vests in four equal annual installments beginning on December 7, 2007.
- (12) The option vests in four equal annual installments beginning on December 7, 2006.

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- (13) The option vests in four equal annual installments beginning on May 17, 2008.
- (14) 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.
- (15) These phantom stock units convert to common stock on a one-for-one basis.
- (16) 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.
- (17) 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.

### Remarks:

Table 1, Line 2 Reflects shares allocated by the company's ESOP program on December 31, 2007.

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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