INTEGRYS ENERGY GROUP, INC.
Form 4
May 22, 2008

FORM 4

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

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

OMB Number:	3235-0287
Expires:	January 31, 2005
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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROGERS DESIREE G

(Last) (First) (Middle)

130 E. RANDOLPH DRIVE

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
INTEGRYS ENERGY GROUP, INC. [TEG]

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Pres, PGL & NSG, subsidiaries

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 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	05/20/2008		F		104	D	$ 50.97	17,790.67 (1)	D	
Common Stock								244.051	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)

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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to buy)	$ 48.36 (2)							02/14/2009	02/14/2018	Common Stock	28,24
Employee Stock Option (Right to buy)	$ 58.65 (3)							05/17/2008	05/17/2017	Common Stock	20,88
Performance Rights	$ 0 (4)							12/31/2009(4)	03/31/2010	Common Stock	3,60
Performance Rights	$ 0 (5)							01/01/2011(6)	06/30/2011	Common Stock	5,18
Restricted Stock Units	(7)							(8)	(8)	Common Stock	1,872.
Stock Option (Right to buy)	$ 49.89							10/03/2002	10/03/2011	Common Stock	13,86

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS DESIREE G 130 E. RANDOLPH DRIVE CHICAGO, IL 60601			Pres, PGL & NSG, subsidiaries	

Signatures

By: Barth J. Wolf, as Power of Attorney For: Ms. Rogers	05/22/2008
**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 the sale of shares to satisfy tax payment for vested shares of Restricted Stock under the company's 2007 Omnibus Incentive Compensation Plan. Also reflects dividends earned on Restricted Stock Awards and reinvested in additional Restricted Stock on March 20, 2008 under the company's 2007 Omnibus Incentive Compensation Plan.
(2)	The option vests in four equal annual installments beginning on February 14, 2009.
(3)	The option vests in four equal annual installments beginning on May 17, 2008.
(4)	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.
(5)	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.
(6)	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.
(7)	Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
(8)	The restricted stock units vest in four equal annual installments beginning on February 14, 2009.

Remarks:

Table 1, column 5 reflects shares allocated by the company's ESOP program on March 31, 2008. In Table 2, the Restricted St

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