

WOLF BARTH J
Form 4
February 11, 2011

FORM 4

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

OMB APPROVAL

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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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP-Chief Legal Officer & Secy

700 NORTH ADAMS STREET, P.O. BOX 19001

(Street)

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

GREEN BAY, WI 54307-9001

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 1,263.367 | D | |
| Common Stock | | | | | 1,194.3938 | 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 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (Right to buy) | \$ 49.4 ⁽¹⁾ | 02/10/2011 | | A | 12,704 | 02/10/2012 | 02/10/2021 | Common Stock |
| Performance Rights | \$ 0 ⁽²⁾ | 02/10/2011 | | A | 4,463 | 01/01/2014 ⁽²⁾ | 06/30/2014 | Common Stock |
| Restricted Stock Units 2011 | ⁽³⁾ | 02/10/2011 | | A | 1,651 | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock |
| Employee Stock Option (Right to buy) | \$ 41.58 ⁽⁵⁾ | | | | | 02/11/2011 | 02/11/2020 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 42.12 ⁽⁶⁾ | | | | | 02/12/2010 | 02/12/2019 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 48.11 ⁽⁷⁾ | | | | | 12/08/2005 | 12/08/2014 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 48.36 ⁽⁸⁾ | | | | | 02/14/2009 | 02/14/2018 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 52.73 ⁽⁹⁾ | | | | | 12/07/2007 | 12/07/2016 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 54.85 ⁽¹⁰⁾ | | | | | 12/07/2006 | 12/07/2015 | Common Stock |

| | | | | |
|---|------------------|----------------------------|------------|--------------|
| Employee Stock Option (Right to buy) | \$ 58.65 (11) | 05/17/2008 | 05/17/2017 | Common Stock |
| Performance Rights | \$ 0 (2) | 01/01/2011 ⁽¹²⁾ | 06/30/2011 | Common Stock |
| Performance Rights | \$ 0 (2) | 01/01/2012 ⁽¹²⁾ | 06/30/2012 | Common Stock |
| Performance Rights | \$ 0 (2) | 01/01/2013 ⁽¹²⁾ | 06/30/2013 | Common Stock |
| Phantom Stock Unit | (13) | (14) | (15) | Common Stock |
| Restricted Stock Units 2008 | (3) | (16) | (16) | Common Stock |
| Restricted Stock Units 2009 | (3) | (17) | (17) | Common Stock |
| Restricted Stock Units 2010 | (3) | (18) | (18) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WOLF BARTH J 700 NORTH ADAMS STREET P.O. BOX 19001 GREEN BAY, WI 54307-9001 | | | VP-Chief Legal Officer & Secy | |

Signatures

By: Dane E. Allen, as Power of Attorney For: Mr. Wolf
02/11/2011

__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 February 10, 2012.
- (2) Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals are satisfied. These goals are based on Company performance against an established industry benchmark, over a three year performance period. The final award of shares issued can be between 0% and 200% of the target award.
- (3) Each restricted stock unit represent a contingent right to receive one share of Company common stock.

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- (4) The restricted stock units vest in four equal annual installments beginning on February 10, 2012.
- (5) The option vests in four equal annual installments beginning on February 11, 2011.
- (6) The option vests in four equal annual installments beginning on February 12, 2010.
- (7) The option vests in four equal annual installments beginning on December 8, 2005.
- (8) The option vests in four equal annual installments beginning on February 14, 2009.
- (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) The option vests in four equal annual installments beginning on May 17, 2008.

- (12) Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals are satisfied. These goals are based on Company performance against an established industry benchmark, over a three year performance period. The final award of shares issued can be between 0% and 200% of the target award.
- (13) These phantom stock units convert to common stock on a one-for-one basis.
- (14) 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.
- (15) 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.
- (16) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
- (17) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
- (18) The restricted stock units vest in four equal annual installments beginning on February 11, 2011.

Remarks:

Table I, Line I reflects an adjustment for 0.298 fractional shares related to tax withholding resulting from vesting of shares of I

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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