

Guc William J
Form 4
February 14, 2012

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 *
Guc William 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)
130 EAST RANDOLPH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President and Treasurer

CHICAGO, IL 60601

(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 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	02/10/2012		M		130.7071	A	\$ 53.36
Common Stock	02/10/2012		F		50.1915 <u>(1)</u>	D	\$ 53.36
Common Stock					1,964.3568	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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units 2011	(2)	02/10/2012		M	130.7071	(3)	(3)	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4 (4)					02/10/2012	02/10/2021	Common Stock
Employee Stock Option (Right to buy)	\$ 53.24 (5)					02/09/2013	02/09/2022	Common Stock
Performance Rights	\$ 0 (6)					01/01/2014(6)	06/30/2014	Common Stock
Performance Rights	\$ 0 (6)					01/01/2015(6)	06/30/2015	Common Stock
Phantom Stock Unit	(7)					(8)	(9)	Common Stock
Restricted Stock Units 2008	(2)					(10)	(10)	Common Stock
Restricted Stock Units 2009	(2)					(11)	(11)	Common Stock
Restricted Stock Units 2010	(2)					(12)	(12)	Common Stock
Restricted Stock Units 2012	(2)					(13)	(13)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guc William J 130 EAST RANDOLPH STREET CHICAGO, IL 60601			Vice President and Treasurer	

Signatures

By: Dane E. Allen, as Power of Attorney For: Mr. Guc
Date: 02/14/2012

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 withholding of shares to satisfy tax payment for vested shares of Restricted Stock Units (RSU) under the Company's Omnibus Incentive Compensation Plan.
- (2) Each restricted stock unit represent a contingent right to receive one share of Company common stock.
- (3) The restricted stock units vest in four equal annual installments beginning on February 10, 2012.
- (4) The option vests in four equal annual installments beginning on February 10, 2012.
- (5) The option vests in four equal annual installments beginning on February 9, 2013.
- (6) 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.
- (7) These phantom stock units convert to common stock on a one-for-one basis.
- (8) 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.
- (9) 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.
- (10) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
- (11) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
- (12) The restricted stock units vest in four equal annual installments beginning on February 11, 2011.
- (13) The restricted stock units vest in four equal annual installments beginning on February 9, 2013.

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.