### INTEGRYS ENERGY GROUP, INC.

Form 4

September 09, 2014

#### **OMB APPROVAL**

**OMB** 3235-0287 Number:

January 31, Expires: 2005

10% Owner

Estimated average burden hours per response... 0.5

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

Check this box if no longer subject to Section 16. Form 4 or

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Cloninger Charles A

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

3. Date of Earliest Transaction

INTEGRYS ENERGY GROUP, INC. [TEG]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Month/Day/Year) 09/05/2014

X\_ Officer (give title \_ Other (specify below) Executive VP, Electric Segment

700 NORTH ADAMS **STREET, P.O. BOX 19001** 

4. If Amendment, Date Original

Applicable Line)

Issuer

Director

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

GREEN BAY, WI 54307-9001

(City)	(State)	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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)			
Common Stock	09/05/2014		M	1,081	A	\$ 41.58	1,146.731	D			
Common Stock	09/05/2014		S	1,081	D	\$ 68	65.731 <u>(1)</u>	D			
Common Stock							6,058.0036 (2)	I	By Employee Stock Ownership		

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

Plan

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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. Transacti Code (Instr. 8)	Secu Acqu (A) o Disp (D)	rities uired or osed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Employee Stock Option (Right to buy)	\$ 41.58	09/05/2014		M		1,081	02/11/2011(3)	02/11/2020	Common Stock	
Employee Stock Option (Right to buy)	\$ 49.4						02/10/2012(3)	02/10/2021	Common Stock	
Employee Stock Option (Right to buy)	\$ 53.24						02/09/2013(3)	02/09/2022	Common Stock	
Employee Stock Option (Right to buy)	\$ 56						02/14/2014(3)	02/14/2023	Common Stock	
Employee Stock Option (Right to Buy)	\$ 55.23						02/13/2015(3)	02/13/2024	Common Stock	
Performance Rights	\$ 0 (4)						01/01/2015(4)	03/15/2015	Common Stock	2
Performance Rights	\$ 0 (4)						01/01/2016(4)	03/15/2016	Common Stock	2
Performance Rights	\$ 0 (4)						01/01/2017(4)	03/15/2017	Common Stock	2
Phantom Stock Unit	<u>(5)</u>						<u>(6)</u>	(6)	Common Stock	4,6

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Restricted Stock Units 2011	<u>(8)</u>	02/10/2012	02/10/2015	Common Stock	20
Restricted Stock Units 2012	<u>(8)</u>	02/09/2013	02/09/2016	Common Stock	42
Restricted Stock Units 2013	<u>(8)</u>	02/14/2014	02/14/2017	Common Stock	64
Restricted Stock Units 2014	(8)	02/13/2015	02/13/2018	Common Stock	81

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Cloninger Charles A 700 NORTH ADAMS STREET P.O. BOX 19001 GREEN BAY, WI 54307-9001

Executive VP, Electric Segment

## **Signatures**

Dane E. Allen, as Power of Attorney for Mr. Cloninger

09/09/2014

\*\*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) Balance also reflects dividend reinvestment shares purchased on June 20, 2014.
- Balance reflects shares pertaining to the June 20, 2014 dividend and shares allocated on June 30, 2014 under the Company's Employee Stock Ownership Plan.
- (3) The option vests in four equal annual installments beginning on the exercisable date.
- 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 reported target award.
- (5) These phantom stock units convert to common stock on a one-for-one basis.
- Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both (1) following the calendar year in which service terminates with the Company, and (2) at least six months following termination, or later if the participant selected a later date.
- Balance reflects dividends paid on phantom stock units and reinvested in additional phantom stock units, under the Company's Deferred Compensation Plan on June 20, 2014.
- Each restricted stock unit represent a contingent right to receive one share of Company common stock. The restricted stock units vest in four equal annual installments beginning on the exercisable date.

Reporting Owners 3

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Balance reflects the dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's Omnibus Incentive Plans on June 20, 2014.

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