MIKULSKY PHILLIP M

Form 4 May 19, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * MIKULSKY PHILLIP M | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|--|----------|----------|--|--|--|--|
| | | | INTEGRYS ENERGY GROUP, INC. [TEG] | (Check all applicable) | | |
| (Last) | , | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | Director 10% OwnerX_ Officer (give title Other (specification) below) | | |
| 700 NORTH ADAMS STREET, P. O. BOX 19001 | | EET, P. | 05/17/2009 | Exec VP-Corp Dev & Shrd Servs | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| GREEN BAY, WI 54307-9001 | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acq | uired, Disposed of, or Beneficially Own | | |

| (City) | (State) | (Zip) Tabl | e I - Non-D | Derivative | Secur | rities Acq | uired, Disposed o | f, or Beneficia | lly Owned |
|--------------------------------------|--------------------------------------|--|-------------|--|-------|-------------|--|---|----------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | saction Date 2A. Deemed /Day/Year) Execution Date, if any (Month/Day/Year) | | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price | | | 5. Amount of Securities Ownership Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock | 05/17/2009 | | F | 6.972 | D | \$ 27.65 | 5,392.407 (1) | D | |
| Common Stock | | | | | | | 8,471.9129 | I | By ESOP |
| Common Stock | | | | | | | 7,501 | I | by Jt Trust w/Spouse |

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

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displays a currently valid OMB control 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. Transactic Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 7. Title and A Underlying S (Instr. 3 and | Securities |
|---|---|---|---|--|---|------------------|--------------------|---|--------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amoun Numbe Shares |
| Employee Stock Option (Right to buy) | \$ 34.09 | | | | | 12/13/2002 | 12/13/2011 | Common Stock | 12, |
| Employee Stock Option (Right to buy) | \$ 37.96 (3) | | | | | 12/12/2003 | 12/12/2012 | Common Stock | 35, |
| Employee Stock Option (Right to buy) | \$ 44.73 (4) | | | | | 12/10/2004 | 12/10/2013 | Common Stock | 32, |
| Employee Stock Option (Right to buy) | \$ 48.11 (5) | | | | | 12/08/2005 | 12/08/2014 | Common Stock | 37, |
| Employee Stock Option (Right to buy) | \$ 48.36 (6) | | | | | 02/14/2009 | 02/14/2018 | Common Stock | 30, |
| Employee Stock Option (Right to buy) | \$ 52.73 (7) | | | | | 12/07/2007 | 12/07/2016 | Common Stock | 28, |
| Employee Stock Option (Right to buy) | \$ 54.85 (8) | | | | | 12/07/2006 | 12/07/2015 | Common Stock | 32, |
| • | | | | | | 05/17/2008 | 05/17/2017 | | 1, |

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| Employee Stock Option (Right to buy) | \$ 58.65 (9) | | | Common Stock | |
|---|------------------|----------------|-------------|-----------------|-------|
| Performance Rights | \$ 0 <u>(10)</u> | 12/31/2009(10) | 03/31/2010 | Common Stock | 1 |
| Performance Rights | \$ 0 <u>(11)</u> | 01/01/2010(12) | 06/30/2010 | Common Stock | 3, |
| Performance Rights | \$ 0 <u>(11)</u> | 01/01/2011(12) | 06/30/2011 | Common Stock | 5,: |
| Performance Rights | \$ 0 <u>(11)</u> | 01/01/2012(12) | 06/30/2012 | Common Stock | 6, |
| Phantom Stock Unit | <u>(13)</u> | (14) | (15) | Common Stock | 32,33 |
| Restricted Stock Units 2008 | <u>(16)</u> | <u>(17)</u> | <u>(17)</u> | Common Stock | 1,60 |
| Restricted Stock Units 2009 | <u>(16)</u> | <u>(18)</u> | <u>(18)</u> | Common Stock | 2,094 |
| Stock Option (Right to buy) | \$ 42.12 (19) | 02/12/2010 | 02/12/2019 | Common Stock | 25, |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|--------------------------|-------|--|--|--|
| · | Director | 10% Owner | Officer | Other | | | |
| MIKULSKY PHILLIP M | | | F | | | | |
| 700 NORTH ADAMS STREET | | | Exec | | | | |
| P. O. BOX 19001 | | | VP-Corp Dev & Shrd Servs | | | | |
| GREEN BAY, WI 54307-9001 | | | & Sind Servs | | | | |

Signatures

By: Dane E. Allen, as Power of Attorney For: Mr. 05/19/2009 Mikulsky

**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).
- Reflects the sale of shares to satisfy tax payment for vested shares of Restricted Stock Awards under the Company's 2007 Omnibus

 Incentive Compensation Plan. Under the terms of the plan, the fair market value of any fractional share of Common Stock not used to satisfy the withholding obligation will be paid in cash at the time the RSAs are settled.

Reporting Owners 3

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- (2) The option vests in four equal annual installments beginning on December 13, 2002.
- (3) The option vests in four equal annual installments beginning on December 12, 2003.
- (4) The option vests in four equal annual installments beginning on December 10, 2004.
- (5) The option vests in four equal annual installments beginning on December 8, 2005.
- (6) The option vests in four equal annual installments beginning on February 14, 2009.
- (7) The option vests in four equal annual installments beginning on December 7, 2007.
- (8) The option vests in four equal annual installments beginning on December 7, 2006.
- (9) The option vests in four equal annual installments beginning on May 17, 2008.
- (10) 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.
- (11) Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (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.
- 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) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (17) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
- (18) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
- (19) The option vests in four equal annual installments beginning on February 12, 2010.

Remarks:

Table 1, Line 1, reflects dividends paid on Restricted Stock Awards and reinvested in additional Restricted Stock on March 20 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.