#### SCHROCK CHARLES A

Form 4

September 01, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per

response...

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

obligations

Check this box

may continue.

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).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * SCHROCK CHARLES A			2. Issuer Name and Ticker or Trading Symbol INTEGRYS ENERGY GROUP,	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)	
(Last) 130 E. RAND	(First) OLPH DRIV	(Middle)	INC. [TEG] 3. Date of Earliest Transaction (Month/Day/Year) 08/28/2009	_X_ Director 10% Owner Specify below)	
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person	
CHICAGO, IL 60601				Form filed by More than One Reporting Person	

(City)	(State) (2	Table	I - Non-Do	erivative Securitie	es Acc	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities on 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)
Common Stock			Code V	Amount (D) I	Price	2,334.288	D	
Common Stock						4,555.8396	I	By ESOP
Common Stock						986.598	Ι	by Stk Invest Plan

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

### Edgar Filing: SCHROCK CHARLES A - Form 4

#### 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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) o Disposed of (D (Instr. 3, 4, and 5)			7. Title and A Underlying So (Instr. 3 and 4
				Code V	(A) (D	Date Exercisable	Expiration Date	Title
Phantom Stock Unit	<u>(1)</u>	08/28/2009		A	17.8116	(2)	(3)	Common Stock
Employee Stock Option (Right to buy)	\$ 34.09 (4)					12/13/2002	12/13/2011	Common Stock
Employee Stock Option (Right to buy)	\$ 37.96 (5)					12/12/2003	12/12/2012	Common Stock
Employee Stock Option (Right to buy)	\$ 44.73 (6)					12/10/2004	12/10/2013	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	\$ 58.65 (11)					05/17/2008	05/17/2017	Common Stock

1	`
hii	v)
Uu	"

Performance Rights	\$ 0 <u>(12)</u>	12/31/2009(12)	03/31/2010	Common Stock
Performance Rights	\$ 0 <u>(13)</u>	01/01/2010(14)	06/30/2010	Common Stock
Performance Rights	\$ 0 <u>(13)</u>	01/01/2011(14)	06/30/2011	Common Stock
Performance Rights	\$ 0 <u>(13)</u>	01/01/2012(14)	06/30/2012	Common Stock
Restricted Stock Units 2008	<u>(15)</u>	(16)	(16)	Common Stock
				Stock
Restricted Stock Units 2009	<u>(15)</u>	<u>(17)</u>	<u>(17)</u>	Common Stock

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
.r. g	Director	10% Owner	Officer	Other		
SCHROCK CHARLES A 130 E. RANDOLPH DRIVE CHICAGO, IL 60601	X		President & CEO			

# **Signatures**

By: Dane E. Allen, as Power of Attorney For: Mr.

Schrock 09/01/2009

\*\*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) These phantom stock units convert to common stock on a one-for-one basis.
- (2) 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.
- (3) 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.
- (4) The option vests in four equal annual installments beginning on December 13, 2002.
- (5) The option vests in four equal annual installments beginning on December 12, 2003.
- (6) The option vests in four equal annual installments beginning on December 10, 2004.

Reporting Owners 3

#### Edgar Filing: SCHROCK CHARLES A - Form 4

- (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.
- 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.
- (13) 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.
- (14) 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.
- (15) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (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 option vests in four equal annual installments beginning on February 12, 2010.

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.