SCHROCK CHARLES A

Form 4

December 19, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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 * SCHROCK CHARLES A | | | 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) 130 EAST F | (First) (I | Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/16/2011 | | | | X Director 10% OwnerX Officer (give title Other (specify below) Chairman, President & CEO | | |
| (Street) 4. If Amendment, Date Origin 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 Person | More than One R | eporting |
| (City) | (State) | (Zip) | Table | e I - Non-De | erivative S | Securities Ac | quired, Disposed | of, or Beneficia | lly Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Dat (Month/Day/Year) | Execution Execution | emed on Date, if /Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securi onAcquired Disposed (Instr. 3, | (A) or of (D) | 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 | | | | Co uc , | rimount | (B) Thee | 3,236.445 | D | |
| Common Stock | | | | | | | 5,740.7446 | I | By ESOP |
| Common Stock | | | | | | | 1,498.987 | I | by Stk Invest Plan |

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Expiration Date (Month/Day/Year or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|---------|------------------------------------------|----------------------------------------------------------|-----------------|
| | | | | Code V | (A) (I | Date Exercisable | Expiration Date | Title |
| Phantom Stock Unit | <u>(1)</u> | 12/16/2011 | | A | 25.8894 | (2) | (2) | Common Stock |
| Employee Stock Option (Right to buy) | \$ 41.58 (3) | | | | | 02/11/2011 | 02/11/2020 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 42.12 (4) | | | | | 02/12/2010 | 02/12/2019 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 44.73 (<u>5)</u> | | | | | 12/10/2004 | 12/10/2013 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 48.11 (6) | | | | | 12/08/2005 | 12/08/2014 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 48.36 (7) | | | | | 02/14/2009 | 02/14/2018 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 49.4 (8) | | | | | 02/10/2012 | 02/10/2021 | Common Stock |
| Employee Stock Option (Right to buy) | \$ 52.73 (9) | | | | | 12/07/2007 | 12/07/2016 | Common Stock |
| Employee Stock Option (Right to | \$ 54.85 (10) | | | | | 12/07/2006 | 12/07/2015 | Common Stock |

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| Employee Stock Option (Right to buy) | \$ 58.65 (11) | 05/17/2008 | 05/17/2017 | Common Stock |
|-----------------------------------------------|------------------|----------------|-------------|-----------------|
| Performance Rights | \$ 0 <u>(12)</u> | 01/01/2012(12) | 06/30/2012 | Common Stock |
| Performance Rights | \$ 0 <u>(12)</u> | 01/01/2013(12) | 06/30/2013 | Common Stock |
| Performance Rights | \$ 0 <u>(12)</u> | 01/01/2014(12) | 06/30/2014 | Common Stock |
| Restricted Stock Units 2008 | <u>(13)</u> | (14) | (14) | Common Stock |
| Restricted Stock Units 2009 | <u>(13)</u> | <u>(15)</u> | (15) | Common Stock |
| Restricted Stock Units 2010 | <u>(13)</u> | <u>(16)</u> | (16) | Common Stock |
| Restricted Stock Units 2011 | <u>(13)</u> | <u>(17)</u> | <u>(17)</u> | Common Stock |

Relationships

Reporting Owners

| Reporting Owner Name / Address | | | | F | |
|--------------------------------|----------|-----------|---------|---|-------|
| | Director | 10% Owner | Officer | | Other |
| SCHROCK CHARLES A | | | | | |
| | | | | | |

130 EAST RANDOLPH STREET Chairman, President & CEO CHICAGO, IL 60601

Signatures

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

Schrock 12/19/2011

> **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)** These phantom stock units convert to common stock on a one-for-one basis.
- Unless the participant has selected a later commencement date, distribution of stock and equivalents will commence within 60 days **(2)** following the end of the calendar year in which occurs the participant's retirement or termination of service.
- **(3)** The option vests in four equal annual installments beginning on February 11, 2011.

Reporting Owners 3

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- (4) The option vests in four equal annual installments beginning on February 12, 2010.
- (5) The option vests in four equal annual installments beginning on December 10, 2004.
- (6) The option vests in four equal annual installments beginning on December 8, 2005.
- (7) The option vests in four equal annual installments beginning on February 14, 2009.
- (8) The option vests in four equal annual installments beginning on February 10, 2012.
- (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.
- 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) Each restricted stock unit represent a contingent right to receive one share of Company common stock.
- (14) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
- (15) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
- (16) The restricted stock units vest in four equal annual installments beginning on February 11, 2011.
- (17) The restricted stock units vest in four equal annual installments beginning on February 10, 2012.

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.