#### SCHROCK CHARLES A

Form 4

February 28, 2012

## FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

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**OMB APPROVAL** 

Form 4 or Form 5 obligations

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

burden hours per response...

Estimated average

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading SCHROCK CHARLES A Symbol

5. Relationship of Reporting Person(s) to Issuer

INTEGRYS ENERGY GROUP,

3. Date of Earliest Transaction

(Check all applicable)

INC. [TEG]

(Middle)

(Zip)

(First)

(State)

(Month/Day/Year)

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

130 EAST RANDOLPH STREET 02/24/2012

below) below) Chairman, President & CEO

(Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHICAGO, IL 60601

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Common 16,143.2683 D Stock

Common I 5,814.3025 By ESOP Stock

Common by Stk I 1,557.144 Stock **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

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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. Transact Code (Instr. 8)	tionE S ) A	Number of Derivative Securities Acquired (ADisposed of Instr. 3, 4, 3)	A) or (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying Se (Instr. 3 and 4
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Unit	(1)	02/24/2012		A	2	24.5996		<u>(2)</u>	(2)	Common Stock
Employee Stock Option (Right to buy)	\$ 41.58 ( <u>3)</u>							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)	\$ 48.11 ( <u>5)</u>							12/08/2005	12/08/2014	Common Stock
Employee Stock Option (Right to buy)	\$ 48.36 (6)							02/14/2009	02/14/2018	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4 <u>(7)</u>							02/10/2012	02/10/2021	Common Stock
Employee Stock Option (Right to buy)	\$ 52.73 (8)							12/07/2007	12/07/2016	Common Stock
Employee Stock Option (Right to buy)	\$ 53.24 (9)							02/09/2013	02/09/2022	Common Stock
Employee Stock Option (Right to	\$ 54.85 (10)							12/07/2006	12/07/2015	Common Stock

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ouy)				
Employee Stock Option (Right to buy)	\$ 58.65 (11)	05/17/2008	05/17/2017	Common Stock
Performance Rights	\$ 0 <u>(12)</u>	01/01/2013(12)	06/30/2013	Common Stock
Performance Rights	\$ 0 <u>(12)</u>	01/01/2014(12)	06/30/2014	Common Stock
Performance Rights	\$ 0 <u>(12)</u>	01/01/2015(12)	06/30/2015	Common Stock
Restricted Stock Units 2008	(13)	(14)	<u>(14)</u>	Common Stock
Restricted Stock Units 2009	(13)	<u>(15)</u>	(15)	Common Stock
Restricted Stock Units 2010	(13)	<u>(16)</u>	(16)	Common Stock
Restricted Stock Units 2011	(13)	<u>(17)</u>	(17)	Common Stock
Restricted Stock Units 2012	(13)	(18)	(18)	Common Stock

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
topoling of the remover and the	Director	10% Owner	Officer	Other		
SCHROCK CHARLES A 130 EAST RANDOLPH STREET CHICAGO, IL 60601	X		Chairman, President & CEO			

# **Signatures**

buv)

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

Date

02/28/2012

\*\*Signature of Reporting Person

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# **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.

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- (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) The option vests in four equal annual installments beginning on February 11, 2011.
- (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 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 February 10, 2012.
- (8) The option vests in four equal annual installments beginning on December 7, 2007.
- (9) The option vests in four equal annual installments beginning on February 9, 2013.
- (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 (12) 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.
- (18) 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.