Laakso William D Form 4 February 14, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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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)

may continue.

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Laakso William D Issuer Symbol INTEGRYS ENERGY GROUP, (Check all applicable) INC. [TEG] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X\_ Officer (give title (Month/Day/Year) below) 700 NORTH ADAMS STREET, P. 02/12/2013 VP - HR & Corp Comms O. BOX 19001 (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

GREEN BAY, WI 54307-9001

Stock

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Securi	ities Acqu	ired, Disposed o	f, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	on Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			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	02/12/2013		M	46.3756	A	\$ 56.21	2,185.0733	D	
Common Stock	02/12/2013		F	33.1592	D	\$ 56.21	2,151.9141	D	
Common							1 762 7272	Ť	By Employee

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

Stock

Ownership Plan

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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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)	TransactionSecurities Acquired (A) or			6. Date Exercisable and Expiration Date (Month/Day/Year)		
	Security						Date Exercisable	Expiration Date	Title
Restricted Stock Units 2009	<u>(1)</u>	02/12/2013		Code M	V (A)	(D) 234.9205	02/12/2010	02/12/2013	Cor St
Phantom Stock Unit	(2)	02/12/2013		M	188.54	19	<u>(4)</u>	<u>(4)</u>	Cor St
Employee Stock Option (Right to buy)	\$ 42.12						02/12/2010(5)	02/12/2019	Cor St
Employee Stock Option (Right to buy)	\$ 41.58						02/11/2011(5)	02/11/2020	Cor St
Employee Stock Option (Right to buy)	\$ 49.4						02/10/2012(5)	02/10/2021	Cor St
Employee Stock Option (Right to buy)	\$ 53.24						02/09/2013(5)	02/09/2022	Cor St
Performance Rights	\$ 0 (6)						01/01/2013 <u>(6)</u>	06/30/2013	Cor St
Performance Rights	\$ 0 (6)						01/01/2014 <u>(6)</u>	06/30/2014	Cor St
Performance Rights	\$ 0 (6)						01/01/2015 <u>(6)</u>	06/30/2015	Cor St
Restricted Stock Units 2010	(1)						02/11/2011	02/11/2014	Cor St

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Restricted
Stock Units (1) 02/10/2012 02/10/2015
2011

Restricted
Stock Units (1) 02/09/2013 02/09/2016
2012

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Laakso William D 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001

VP - HR & Corp Comms

## **Signatures**

Dane E. Allen, as Power of Attorney for Mr.
Laakso
02/14/2013

\*\*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) 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.
- (2) These phantom stock units convert to common stock on a one-for-one basis.
- (3) The acquired shares reflect the portion of the vested Restricted Stock Units that have been deferred into Company common stock within the Company's Deferred Compensation Plan.
  - Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both (1)
- (4) 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.
- (5) 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 (6) 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.

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.

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