#### WEYERS LARRY L

Form 4

February 18, 2009

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 3235-0287

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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

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 \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WEYERS LARRY L Issuer Symbol INTEGRYS ENERGY GROUP, (Check all applicable) INC. [TEG] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner Other (specify X\_ Officer (give title (Month/Day/Year) below) below) 130 E. RANDOLPH DRIVE 02/14/2009 **Executive Chairman** (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 CHICAGO, IL 60601 Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	ecuriti	ies Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities of Disposed (Instr. 3, 4 a	l 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	02/14/2009		M	3,790	A	\$ 42.06	15,607.682	D	
Common Stock	02/14/2009		F	1,258.28	D	\$ 42.06	14,349.402 (1)	D	
Common Stock							1,981.4225	I	By ESOP

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. Transactic Code (Instr. 8)	5. Number op f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisabl Expiration Date (Month/Day/Year		7. Title and Am Underlying Sec (Instr. 3 and 4)	cui
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Am Nu Sha
Restricted Stock Units 2008	<u>(2)</u>	02/14/2009		M	3,790	(3)	(3)	Common Stock	
Employee Stock Option (Right to buy)	\$ 37.96 (4)					12/12/2003	12/12/2012	Common Stock	
Employee Stock Option (Right to buy)	\$ 44.73 (5)					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)	\$ 52.73 (8)					12/07/2007	12/07/2016	Common Stock	
Employee Stock Option (Right to buy)	\$ 54.85 (9)					12/07/2006	12/07/2015	Common Stock	
Employee Stock Option (Right to buy)	\$ 58.65 (10)					05/17/2008	05/17/2017	Common Stock	

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Performance Rights	\$ 0 <u>(11)</u>	12/31/2009(11)	03/31/2010	Common Stock	
Performance Rights	\$ 0 <u>(12)</u>	01/01/2010(13)	06/30/2010	Common Stock	
Performance Rights	\$ 0 <u>(12)</u>	01/01/2011(13)	06/30/2011	Common Stock	
Performance Rights	\$ 0 <u>(12)</u>	01/01/2012(13)	06/30/2012	Common Stock	
Phantom Stock Unit	<u>(14)</u>	(15)	(16)	Common Stock	6
Restricted Stock Units 2009	<u>(2)</u>	<u>(17)</u>	(17)	Common Stock	
Stock Option (Right to buy)	\$ 42.12 (18)	02/12/2010	02/12/2019	Common Stock	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
WEYERS LARRY L 130 E. RANDOLPH DRIVE CHICAGO, IL 60601	X		Executive Chairman				

### **Signatures**

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

02/18/2009

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

  (1) 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 RSUs are settled.
- (2) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (3) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.
- (4) The option vests in four equal annual installments beginning on December 12, 2003.
- (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 December 7, 2007.

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- (9) The option vests in four equal annual installments beginning on December 7, 2006.
- (10) The option vests in four equal annual installments beginning on May 17, 2008.
- (11) 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.
- (12) 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) 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) 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 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.
- (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.