#### SCHROCK CHARLES A

Form 4

November 23, 2010

#### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 obligations may continue. See Instruction

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)

1. Name and Address of Reporting Person * SCHROCK CHARLES A			suer Name <b>and</b> Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer		
			EGRYS ENERGY GROUP, [TEG]	(Check all applicable)		
(Mo			e of Earliest Transaction th/Day/Year)	X Director 10% Owner X Officer (give title Other (specify below)		
130 EAST RANDOLPH DRIVE			9/2010	Chairman, President & CEO		
	(Street)	4. If A	Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
CHICAGO, IL 60601				Form filed by More than One Reporting Person		
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code Disposed of (D)	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)		
Common Stock				3,072.445 D		
Common Stock				5,199.8176 I By ESOP		
Common Stock				1,265.47 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)	Code	5. Number of Derivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	<b>A</b> )	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title I
Phantom Stock Unit	<u>(1)</u>	11/19/2010		A	25.641		(2)	(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)	\$ 41.58 (5)						02/11/2011	02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 42.12 (6)						02/12/2010	02/12/2019	Common Stock
Employee Stock Option (Right to buy)	\$ 44.73 (7)						12/10/2004	12/10/2013	Common Stock
Employee Stock Option (Right to buy)	\$ 48.11 (8)						12/08/2005	12/08/2014	Common Stock
Employee Stock Option (Right to buy)	\$ 48.36 (9)						02/14/2009	02/14/2018	Common Stock
Employee Stock Option (Right to buy)	\$ 52.73 (10)						12/07/2007	12/07/2016	Common Stock
Employee Stock Option	\$ 54.85 (11)						12/07/2006	12/07/2015	Common Stock

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(Right to buy)					
Employee Stock Option (Right to buy)	\$ 58.65 (12)	05/17/2008	05/17/2017	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	
Performance Rights	\$ 0 <u>(13)</u>	01/01/2013(14)	06/30/2013	Common Stock	
Restricted Stock Units 2008	(15)	<u>(16)</u>	(16)	Common Stock	
Restricted Stock Units 2009	(15)	<u>(17)</u>	(17)	Common Stock	8
Restricted Stock Units 2010	(15)	(18)	(18)	Common Stock	•

# **Reporting Owners**

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

# **Signatures**

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

11/23/2010

\*\*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 12, 2003.

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- (5) The option vests in four equal annual installments beginning on February 11, 2011.
- (6) The option vests in four equal annual installments beginning on February 12, 2010.
- (7) The option vests in four equal annual installments beginning on December 10, 2004.
- (8) The option vests in four equal annual installments beginning on December 8, 2005.
- (9) The option vests in four equal annual installments beginning on February 14, 2009.
- (10) The option vests in four equal annual installments beginning on December 7, 2007.
- (11) The option vests in four equal annual installments beginning on December 7, 2006.
- (12) The option vests in four equal annual installments beginning on May 17, 2008.
- (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 restricted stock units vest in four equal annual installments beginning on February 11, 2011.

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.