

INTEGRYS ENERGY GROUP, INC.

Form 4

February 14, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KALLAS LINDA M

(Last) (First) (Middle)
130 EAST RANDOLPH STREET
(Street)
CHICAGO, IL 60601
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTEGRYS ENERGY GROUP, INC. [TEG]

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President & Corporate Co

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/12/2013		M	V	Amount \$ 56.21	A	7,719.9314 D
Common Stock	02/12/2013		F		Amount \$ 56.21	D	7,658.2027 D
Common Stock					1,583.3656	I	By Employee Stock Ownership Plan
Common Stock					170.989	I	By PE Employee Stock

Common Stock	488.2097	I	Ownership Plan By PE Capital Accumulation Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and A Underlying S (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units 2009	<u>(1)</u>	02/12/2013		M	163.9542	02/12/2010	02/12/2013	Common Stock
Employee Stock Option (Right to buy)	\$ 58.65					05/17/2008 ⁽²⁾	05/17/2017	Common Stock
Employee Stock Option (Right to buy)	\$ 42.12					02/12/2010 ⁽²⁾	02/12/2019	Common Stock
Employee Stock Option (Right to buy)	\$ 41.58					02/11/2011 ⁽²⁾	02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012 ⁽²⁾	02/10/2021	Common Stock
Employee Stock Option (Right to buy)	\$ 53.24					02/09/2013 ⁽²⁾	02/09/2022	Common Stock

