

O LEARY JOSEPH P
 Form 4
 February 17, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 O LEARY JOSEPH P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 130 E. RANDOLPH DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/12/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP & Chf Financial Officer

CHICAGO, IL 60601

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					468	D	
Common Stock					1,101.4009	I	By ESOP

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

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SEC 1474 (9-02)

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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 of Underlying Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Rights	\$ 0	02/12/2009		H ⁽¹⁾			3,341	01/01/2009	06/30/2009 ⁽²⁾	Common Stock
Performance Rights	\$ 0 ⁽³⁾	02/12/2009		A			10,735	01/01/2012 ⁽⁴⁾	06/30/2012	Common Stock
Restricted Stock Units 2009	⁽⁵⁾	02/12/2009		A			3,578	⁽⁶⁾	⁽⁶⁾	Common Stock
Stock Option (Right to buy)	\$ 42.12 ⁽⁷⁾	02/12/2009		A			45,297	02/12/2010	02/12/2019	Common Stock
Employee Stock Option (Right to buy)	\$ 34.09 ⁽⁸⁾							12/13/2002	12/13/2011	Common Stock
Employee Stock Option (Right to buy)	\$ 37.96 ⁽⁹⁾							12/12/2003	12/12/2012	Common Stock
Employee Stock Option (Right to buy)	\$ 44.73 ⁽¹⁰⁾							12/10/2004	12/10/2013	Common Stock
Employee Stock Option (Right to buy)	\$ 48.11 ⁽¹¹⁾							12/08/2005	12/08/2014	Common Stock
Employee Stock Option (Right to buy)	\$ 48.36 ⁽¹²⁾							02/14/2009	02/14/2018	Common Stock
Employee Stock Option (Right to buy)	\$ 52.73 ⁽¹³⁾							12/07/2007	12/07/2016	Common Stock
								12/07/2006	12/07/2015	

Employee Stock Option (Right to buy)	\$ 54.85 <u>(14)</u>				Comm Stoc
Employee Stock Option (Right to buy)	\$ 58.65 <u>(15)</u>		05/17/2008	05/17/2017	Comm Stoc
Performance Rights	\$ 0 <u>(16)</u>		12/31/2009 <u>(16)</u>	03/31/2010	Comm Stoc
Performance Rights	\$ 0 <u>(3)</u>		01/01/2010 <u>(4)</u>	06/30/2010	Comm Stoc
Performance Rights	\$ 0 <u>(3)</u>		01/01/2011 <u>(4)</u>	06/30/2011	Comm Stoc
Phantom Stock Unit	<u>(17)</u>		<u>(18)</u>	<u>(2)</u>	Comm Stoc
Restricted Stock Units 2008	<u>(5)</u>		<u>(19)</u>	<u>(19)</u>	Comm Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O LEARY JOSEPH P 130 E. RANDOLPH DRIVE CHICAGO, IL 60601			Sr VP & Chf Financial Officer	

Signatures

By: Dane E. Allen, as Power of Attorney For: Mr. O'Leary

02/17/2009

**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).
- (1) Cancellation of long term incentive award with no payout being made.
- (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) 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.
- (4) 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.
- (5) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.

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- (6) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
- (7) The option vests in four equal annual installments beginning on February 12, 2010.
- (8) The option vests in four equal annual installments beginning on December 13, 2002.
- (9) The option vests in four equal annual installments beginning on December 12, 2003.
- (10) The option vests in four equal annual installments beginning on December 10, 2004.
- (11) The option vests in four equal annual installments beginning on December 8, 2005.
- (12) The option vests in four equal annual installments beginning on February 14, 2009.
- (13) The option vests in four equal annual installments beginning on December 7, 2007.
- (14) The option vests in four equal annual installments beginning on December 7, 2006.
- (15) The option vests in four equal annual installments beginning on May 17, 2008.
- (16) 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.
- (17) These phantom stock units convert to common stock on a one-for-one basis.
- (18) 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.
- (19) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.

Remarks:

Table I, Line 2 reflects shares allocated by the Company's ESOP program on June 30, September 30 and December 30, 2008 .

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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