

INTEGRYS ENERGY GROUP, INC.

Form 4

February 17, 2015

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MORROW WILLIAM E**

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)  
**200 EAST RANDOLPH STREET**  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/13/2015**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**Executive VP, Gas Segment**

**CHICAGO, IL 60601**

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

(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, 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 Beneficial Ownership (Instr. 4)
Common Stock	02/13/2015		M	V Amount (A) or (D) Price 154.3229 A \$ 75.56	3,784.7923	D	
Common Stock	02/13/2015		F	56.1735 D \$ 75.56	3,728.6188	D	
Common Stock	02/14/2015		M	95.195 A \$ 75.56	3,823.8138	D	
Common Stock	02/14/2015		F	34.651 D \$ 75.56	3,789.1628	D	
Common Stock					2,167.8347	I	By Employee Stock Ownership

Common Stock	1,653.724	I	Plan By PE Employee Stock Ownership Plan
Common Stock	1,927.875	I	By 401(k) Plan for Administrative Employees

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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 2014	<u>(1)</u>	02/13/2015		M	154.3229	02/13/2015	02/13/2018	Common Stock
Restricted Stock Units 2013	<u>(1)</u>	02/14/2015		M	95.195	02/14/2014	02/14/2017	Common Stock
Performance Rights	\$ 0 <u>(2)</u>					01/01/2016 <sup>(2)</sup>	03/15/2016	Common Stock
Performance Rights	\$ 0 <u>(2)</u>					01/01/2017 <sup>(2)</sup>	03/15/2017	Common Stock
Restricted Stock Units 2012	<u>(1)</u>					02/09/2013	02/09/2016	Common Stock
Restricted Stock Units 2015	<u>(1)</u>					02/12/2016	02/12/2019	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORROW WILLIAM E 200 EAST RANDOLPH STREET CHICAGO, IL 60601			Executive VP, Gas Segment	

## Signatures

Dane E. Allen, as Power of Attorney for Mr.  
Morrow

02/17/2015

\_\_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.
- Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals
- (2) 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 reported 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.  
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