

INTEGRYS ENERGY GROUP, INC.

Form 4

October 27, 2014

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SCHROCK CHARLES A**

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)  
**10/23/2014**

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
**Chairman and CEO**

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/23/2014		M <sup>(1)</sup>		14,420	A	\$ 56
							43,925.6517
Common Stock	10/23/2014		S <sup>(1)</sup>		14,420	D	\$ 69.7308
							29,505.6517
Common Stock							7,371.5809
							2,198.606

By  
Employee  
Stock  
Ownership  
Plan

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Common  
Stock

by Stock  
Investment  
Plan

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

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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 Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to buy)	\$ 56	10/23/2014		M <sup>(1)</sup>		14,420		02/14/2014 <sup>(3)</sup>	02/14/2023	Common Stock	
Employee Stock Option (Right to buy)	\$ 41.58							02/11/2011 <sup>(3)</sup>	02/11/2020	Common Stock	
Employee Stock Option (Right to buy)	\$ 49.4							02/10/2012 <sup>(3)</sup>	02/10/2021	Common Stock	
Employee Stock Option (Right to buy)	\$ 53.24							02/09/2013 <sup>(3)</sup>	02/09/2022	Common Stock	
Employee Stock Option (Right to Buy)	\$ 55.23							02/13/2015 <sup>(3)</sup>	02/13/2024	Common Stock	
Performance Rights	\$ 0 <sup>(4)</sup>							01/01/2016 <sup>(4)</sup>	03/15/2016	Common Stock	
Performance Rights	\$ 0 <sup>(4)</sup>							01/01/2017 <sup>(4)</sup>	03/15/2017	Common Stock	

Performance Rights	\$ 0 <sup>(4)</sup>	01/01/2015 <sup>(4)</sup>	03/15/2015	Common Stock
Phantom Stock Unit	<sup>(5)</sup>	<sup>(6)</sup>	<sup>(6)</sup>	Common Stock
Restricted Stock Units 2011	<sup>(7)</sup>	02/10/2012	02/10/2015	Common Stock
Restricted Stock Units 2012	<sup>(7)</sup>	02/09/2013	02/09/2016	Common Stock
Restricted Stock Units 2013	<sup>(7)</sup>	02/14/2014	02/14/2017	Common Stock
Restricted Stock Units 2014	<sup>(7)</sup>	02/13/2015	02/13/2018	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHROCK CHARLES A 200 EAST RANDOLPH STREET CHICAGO, IL 60601	X		Chairman and CEO	

## Signatures

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

10/27/2014

\_\_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) The transaction reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 19, 2014.
- (2) The weighted average sale price reflects multiple transactions at prices ranging from \$69.70 - \$69.7701.
- (3) The option vests in four equal annual installments beginning on the exercisable date.
- (4) Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals 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.
- (5) These phantom stock units convert to common stock on a one-for-one basis.
- (6) Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both (1) following the calendar year in which service terminates with the Company, and (2) at least six months following termination, or later if the participant selected a later date.
- (7) 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.

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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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