

INTEGRYS ENERGY GROUP, INC.

Form 4

December 03, 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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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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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)
12/01/2014

☐ 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	12/01/2014		M		23,928	A	\$ 55.23	25,864.6517 D
Common Stock	12/01/2014		S		11,964	D	\$ 73.5184 (1)	13,900.6517 D
Common Stock	12/01/2014		S		11,964	D	\$ 73.7804 (2)	1,936.6517 (3) D
Common Stock								7,371.5809 I
								By Employee Stock

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Common Stock	0.606 ⁽⁴⁾	I	Ownership Plan by Stock Investment Plan
Common Stock	29,767	I	Charles & Elizabeth Schrock Rev Trust

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 of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 55.23	12/01/2014		M	23,928	02/13/2015 ⁽⁵⁾ 02/13/2024	Common Stock
Performance Rights	\$ 0 ⁽⁶⁾					01/01/2016 ⁽⁶⁾ 03/15/2016	Common Stock
Performance Rights	\$ 0 ⁽⁶⁾					01/01/2017 ⁽⁶⁾ 03/15/2017	Common Stock
Performance Rights	\$ 0 ⁽⁶⁾					01/01/2015 ⁽⁶⁾ 03/15/2015	Common Stock
Phantom Stock Unit	⁽⁷⁾					⁽⁸⁾ ⁽⁸⁾	Common Stock
Restricted Stock Units 2011	⁽⁹⁾					02/10/2012 02/10/2015	Common Stock
Restricted Stock Units	⁽⁹⁾					02/09/2013 02/09/2016	Common Stock

2012

Restricted
Stock Units (9)
201302/14/2014 02/14/2017 Common
StockRestricted
Stock Units (9)
201402/13/2015 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 12/03/2014

__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 weighted average sale price reflects multiple transactions at prices ranging from \$73.50 - \$73.54.
- (2) The weighted average sale price reflects multiple transactions at prices ranging from \$73.75 - \$73.8401.
- (3) Balance also reflects the November 7, 2014 transfer of 26,379 directly held shares and the November 12, 2014 transfer of 1,190 directly held shares to the Charles A. Schrock & Elizabeth J. Schrock Revocable Trust DTD 12/31/03.
- (4) Balance reflects the November 12, 2014 transfer of 2,198 directly held shares to the Charles A. Schrock & Elizabeth J. Schrock Revocable Trust DTD 12/31/03.
- (5) Effective October 24, 2014, the Board of Directors accelerated the vesting of all the outstanding stock options, and all outstanding stock options are now fully vested.
- 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.
- (6) These phantom stock units convert to common stock on a one-for-one basis.
- 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.
- (8)

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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