

SCHROCK CHARLES A  
 Form 4  
 November 20, 2012

**FORM 4**

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

OMB APPROVAL

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

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 \*  
 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)  
 130 EAST RANDOLPH STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/16/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, President 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |  |
| Common Stock                    |                                      |  |                                |   | 16,525.1614   | D  |  |
| Common Stock                    |                                      |  |                                |   | 6,278.5287  | I  | By Employee Stock Ownership Plan           |
| Common Stock                    |                                      |  |                                |   | 1,731.357   | I  | by Stock Investment 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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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Phantom Stock Unit                         | <u>(1)</u>   | 11/16/2012                           |  | A                              | 26.1846   | <u>(2)</u> <u>(2)</u>                                    | 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)       | \$ 42.12   |                                      |  |                                |   | 02/12/2010 <sup>(3)</sup> 02/12/2019                     | Common Stock                                      |
| Employee Stock Option (Right to buy)       | \$ 48.11   |                                      |  |                                |   | 12/08/2005 <sup>(3)</sup> 12/08/2014                     | Common Stock                                      |
| Employee Stock Option (Right to buy)       | \$ 48.36   |                                      |  |                                |   | 02/14/2009 <sup>(3)</sup> 02/14/2018                     | 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)       | \$ 52.73   |                                      |  |                                |   | 12/07/2007 <sup>(3)</sup> 12/07/2016                     | Common Stock                                      |
| Employee Stock Option (Right to buy)       | \$ 53.24   |                                      |  |                                |   | 02/09/2013 <sup>(3)</sup> 02/09/2022                     | Common Stock                                      |

|   |                     |                           |            |                 |
|---|---------------------|---------------------------|------------|-----------------|
| buy)<br>Employee<br>Stock Option<br>(Right to<br>buy) | \$ 54.85            | 12/07/2006 <sup>(3)</sup> | 12/07/2015 | Common<br>Stock |
| Employee<br>Stock Option<br>(Right to<br>buy)         | \$ 58.65            | 05/17/2008 <sup>(3)</sup> | 05/17/2017 | Common<br>Stock |
| Performance<br>Rights                                 | \$ 0 <sup>(4)</sup> | 01/01/2013 <sup>(4)</sup> | 06/30/2013 | Common<br>Stock |
| Performance<br>Rights                                 | \$ 0 <sup>(4)</sup> | 01/01/2014 <sup>(4)</sup> | 06/30/2014 | Common<br>Stock |
| Performance<br>Rights                                 | \$ 0 <sup>(4)</sup> | 01/01/2015 <sup>(4)</sup> | 06/30/2015 | Common<br>Stock |
| Restricted<br>Stock Units<br>2009                     | <u>(5)</u>          | 02/12/2010                | 02/12/2013 | Common<br>Stock |
| Restricted<br>Stock Units<br>2010                     | <u>(5)</u>          | 02/11/2011                | 02/11/2014 | Common<br>Stock |
| Restricted<br>Stock Units<br>2011                     | <u>(5)</u>          | 02/10/2012                | 02/10/2015 | Common<br>Stock |
| Restricted<br>Stock Units<br>2012                     | <u>(5)</u>          | 02/09/2013                | 02/09/2016 | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| SCHROCK CHARLES A<br>130 EAST RANDOLPH STREET<br>CHICAGO, IL 60601 | X             |           | Chairman, President and CEO |       |

## Signatures

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

11/20/2012

\_\_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) These phantom stock units convert to common stock on a one-for-one basis.
- (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) The option vests 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 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 target award.
- (5) 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.

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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