

INTEGRYS ENERGY GROUP, INC.

Form 4

November 21, 2014

**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 \*  
**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)  
**11/19/2014**

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/19/2014		M		4,921 A \$ 55.23	34,426.6517	D
Common Stock	11/19/2014		S		4,921 D \$ 73	29,505.6517	D
Common Stock	11/20/2014		M		11,964 A \$ 55.23	41,469.6517	D
Common Stock	11/20/2014		S		11,964 D \$ 73.015	29,505.6517	D
Common Stock						7,371.5809	I
							By Employee

Common Stock	2,198.606	I	Stock Ownership Plan  by Stock Investment Plan
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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.**

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(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)	An Nu Sh
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 55.23	11/19/2014		M	4,921	02/13/2015 <sup>(2)</sup>	02/13/2024	Common Stock
Employee Stock Option (Right to Buy)	\$ 55.23	11/20/2014		M	11,964	02/13/2015 <sup>(2)</sup>	02/13/2024	Common Stock
Performance Rights	\$ 0 <sup>(3)</sup>					01/01/2016 <sup>(3)</sup>	03/15/2016	Common Stock
Performance Rights	\$ 0 <sup>(3)</sup>					01/01/2017 <sup>(3)</sup>	03/15/2017	Common Stock
Performance Rights	\$ 0 <sup>(3)</sup>					01/01/2015 <sup>(3)</sup>	03/15/2015	Common Stock
Phantom Stock Unit	<sup>(4)</sup>					<sup>(5)</sup>	<sup>(5)</sup>	Common Stock
Restricted Stock Units 2011	<sup>(6)</sup>					02/10/2012	02/10/2015	Common Stock
	<sup>(6)</sup>					02/09/2013	02/09/2016	

