

INTEGRYS ENERGY GROUP, INC.

Form 4

February 18, 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 *
Laakso William D

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP - HR & Corp Comms

700 NORTH ADAMS STREET, P. O. BOX 19001

02/13/2014

(Street)

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

GREEN BAY, WI 54307-9001

(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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					5,335.2005	D	
Common Stock					2,076.5692	I	By Employee Stock Ownership Plan

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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)	Amount of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Restricted Stock Units 2014	<u>1</u>	02/13/2014		A	903	02/13/2015	02/13/2018	Common Stock	
Performance Rights	\$ 0 ⁽²⁾	02/13/2014		A	3,086	01/01/2017 ⁽²⁾	06/30/2017	Common Stock	
Employee Stock Option (Right to Buy)	\$ 55.23	02/13/2014		A	7,719	02/13/2015 ⁽³⁾	02/13/2024	Common Stock	
Employee Stock Option (Right to buy)	\$ 41.58					02/11/2011 ⁽³⁾	02/11/2020	Common Stock	
Employee Stock Option (Right to buy)	\$ 42.12					02/12/2010 ⁽³⁾	02/12/2019	Common Stock	
Employee Stock Option (Right to buy)	\$ 49.4					02/10/2012 ⁽³⁾	02/10/2021	Common Stock	
Employee Stock Option (Right to buy)	\$ 53.24					02/09/2013 ⁽³⁾	02/09/2022	Common Stock	
Employee Stock Option (Right to buy)	\$ 56					02/14/2014 ⁽³⁾	02/14/2023	Common Stock	
	\$ 0 ⁽²⁾					01/01/2016 ⁽²⁾	06/30/2016		

