

INTEGRYS ENERGY GROUP, INC.

Form 4

November 12, 2014

FORM 4

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

OMB APPROVAL

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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 *
RADTKE MARK A

(Last) (First) (Middle)
700 NORTH ADAMS STREET, P.
O. BOX 19001
(Street)

GREEN BAY, WI 54307-9001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTEGRYS ENERGY GROUP, INC. [TEG]

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec VP Shd Srv & Chf Stg Ofc

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 (D) or Price (A)		
Common Stock	11/10/2014		M		13,618 A \$ 55.23	38,097.2705	D
Common Stock	11/10/2014		S		13,618 D \$ 72.0133	24,479.2705	D
Common Stock						7,058.3145	I

By Employee Stock Ownership 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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(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)	8. An	9. Nu	10. Sh
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Employee Stock Option (Right to Buy)	\$ 55.23	11/10/2014		M	13,618	02/13/2015 ⁽²⁾ 02/13/2024		Common Stock		
Performance Rights	\$ 0 ⁽³⁾					01/01/2016 ⁽³⁾ 03/15/2016		Common Stock		
Performance Rights	\$ 0 ⁽³⁾					01/01/2017 ⁽³⁾ 03/15/2017		Common Stock		
Performance Rights	\$ 0 ⁽³⁾					01/01/2015 ⁽³⁾ 03/15/2015		Common Stock		
Phantom Stock Unit	⁽⁴⁾					⁽⁵⁾ ⁽⁵⁾		Common Stock	28	
Restricted Stock Units 2011	⁽⁶⁾					02/10/2012 02/10/2015		Common Stock		
Restricted Stock Units 2012	⁽⁶⁾					02/09/2013 02/09/2016		Common Stock	1	
Restricted Stock Units 2013	⁽⁶⁾					02/14/2014 02/14/2017		Common Stock	1	
Restricted Stock Units 2014	⁽⁶⁾					02/13/2015 02/13/2018		Common Stock	2	

