

INTEGRYS ENERGY GROUP, INC.  
 Form 4  
 February 24, 2015

**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 \*  
 Schott James F.

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)  
 02/20/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Exec VP & CFO

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	02/20/2015		M		445 <sup>(1)</sup>	A	\$ 77.18
Common Stock	02/20/2015		D		356 <sup>(2)</sup>	D	\$ 77.18
Common Stock	02/20/2015		F		36.7635	D	\$ 77.18
Common Stock							3,081.0064

By Employee Stock Ownership Plan

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Common Stock 601.2533 I By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Performance Rights	\$ 0 <sup>(3)</sup>					01/01/2016 <sup>(3)</sup>	03/15/2016	Common Stock	5,810
Performance Rights	\$ 0 <sup>(3)</sup>					01/01/2017 <sup>(3)</sup>	03/15/2017	Common Stock	7,100
Phantom Stock Unit	<sup>(4)</sup>					<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	5,341.0
Restricted Stock Units 2012	<sup>(6)</sup>					02/09/2013	02/09/2016	Common Stock	229.7
Restricted Stock Units 2013	<sup>(6)</sup>					02/14/2014	02/14/2017	Common Stock	906.1
Restricted Stock Units 2014	<sup>(6)</sup>					02/13/2015	02/13/2018	Common Stock	1,640.0
Restricted Stock Units 2015	<sup>(6)</sup>					02/12/2016	02/12/2019	Common Stock	7,790.0

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

