

INTEGRYS ENERGY GROUP, INC.

Form 4

August 18, 2008

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)
**700 NORTH ADAMS STREET, P.
 O. BOX 19001**

3. Date of Earliest Transaction
 (Month/Day/Year)
08/15/2008

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
President & CEO, WPSC, a sub

(Street)
GREEN BAY, WI 54307-9001

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					2,041	D	
Common Stock					3,677.9845	I	By ESOP
Common Stock					742.47	I	by Stk Invest Plan

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

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 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 Am Underlying Sec (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Phantom Stock Unit	(1)	08/15/2008		A	4.7243	(2) (3)	Common Stock
Employee Stock Option (Right to buy)	\$ 34.09 (4)					12/13/2002 12/13/2011	Common Stock
Employee Stock Option (Right to buy)	\$ 37.96 (5)					12/12/2003 12/12/2012	Common Stock
Employee Stock Option (Right to buy)	\$ 44.73 (6)					12/10/2004 12/10/2013	Common Stock
Employee Stock Option (Right to buy)	\$ 48.11 (7)					12/08/2005 12/08/2014	Common Stock
Employee Stock Option (Right to buy)	\$ 48.36 (8)					02/14/2009 02/14/2018	Common Stock
Employee Stock Option (Right to buy)	\$ 52.73 (9)					12/07/2007 12/07/2016	Common Stock
Employee Stock Option (Right to buy)	\$ 54.85 (10)					12/07/2006 12/07/2015	Common Stock
						05/17/2008 05/17/2017	

Employee Stock Option (Right to buy)	\$ 58.65 (11)				Common Stock
Performance Rights	\$ 0 (12)	01/01/2009 ⁽¹³⁾	06/30/2009		Common Stock
Performance Rights	\$ 0 (14)	12/31/2009 ⁽¹⁴⁾	03/31/2010		Common Stock
Performance Rights	\$ 0 (12)	01/01/2010 ⁽¹³⁾	06/30/2010		Common Stock
Performance Rights	\$ 0 (12)	01/01/2011 ⁽¹³⁾	06/30/2011		Common Stock
Restricted Stock Units	(15)	(16)	(16)		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHROCK CHARLES A 700 NORTH ADAMS STREET P. O. BOX 19001 GREEN BAY, WI 54307-9001			President & CEO, WPSC, a sub	

Signatures

By: Dane E. Allen, as Power of Attorney For: Mr.
Schrock

08/18/2008

__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) 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.
 - (4) The option vests in four equal annual installments beginning on December 13, 2002.
 - (5) The option vests in four equal annual installments beginning on December 12, 2003.
 - (6) The option vests in four equal annual installments beginning on December 10, 2004.
 - (7) The option vests in four equal annual installments beginning on December 8, 2005.
 - (8) The option vests in four equal annual installments beginning on February 14, 2009.
 - (9) The option vests in four equal annual installments beginning on December 7, 2007.

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- (10) The option vests in four equal annual installments beginning on December 7, 2006.
- (11) The option vests in four equal annual installments beginning on May 17, 2008.
- (12) Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (13) Performance rights vest and are issued three years after the performance rights are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (14) The final number of shares issued will be based on company performance against an established industry benchmark for the performance period April 1, 2007, to December 31, 2009.
- (15) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (16) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.