

FORD DIANE L
Form 4
February 11, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
FORD DIANE L

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)
02/10/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP and Corporate Controller

700 NORTH ADAMS STREET, P.O. BOX 19001

(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		
				Code	V	Amount	
Common Stock					3,422.185	D	
Common Stock					4,782.6243	I	By ESOP
Common Stock					245.71	I	by Stk Invest 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)	Am Nu Sha
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to buy)	\$ 49.4 ⁽¹⁾	02/10/2011		A	6,532	02/10/2012	02/10/2021	Common Stock
Performance Rights	\$ 0 ⁽²⁾	02/10/2011		A	2,295	01/01/2014 ⁽²⁾	06/30/2014	Common Stock
Restricted Stock Units 2011	⁽³⁾	02/10/2011		A	849	⁽⁴⁾	⁽⁴⁾	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)	\$ 41.58 ⁽⁶⁾					02/11/2011	02/11/2020	Common Stock
Employee Stock Option (Right to buy)	\$ 42.12 ⁽⁷⁾					02/12/2010	02/12/2019	Common Stock
Employee Stock Option (Right to buy)	\$ 44.73 ⁽⁸⁾					12/10/2004	12/10/2013	Common Stock
Employee Stock Option (Right to buy)	\$ 48.11 ⁽⁹⁾					12/08/2005	12/08/2014	Common Stock
						02/14/2009	02/14/2018	

Employee Stock Option (Right to buy)	\$ 48.36 <u>(10)</u>				Common Stock
Employee Stock Option (Right to buy)	\$ 52.73 <u>(11)</u>	12/07/2007	12/07/2016		Common Stock
Employee Stock Option (Right to buy)	\$ 54.85 <u>(12)</u>	12/07/2006	12/07/2015		Common Stock
Employee Stock Option (Right to buy)	\$ 58.65 <u>(13)</u>	05/17/2008	05/17/2017		Common Stock
Performance Rights	\$ 0 <u>(2)</u>	01/01/2011 ⁽¹⁴⁾	06/30/2011		Common Stock
Performance Rights	\$ 0 <u>(2)</u>	01/01/2012 ⁽¹⁴⁾	06/30/2012		Common Stock
Performance Rights	\$ 0 <u>(2)</u>	01/01/2013 ⁽¹⁴⁾	06/30/2013		Common Stock
Phantom Stock Unit	<u>(15)</u>	<u>(16)</u>	<u>(17)</u>		Common Stock 10
Restricted Stock Units 2008	<u>(3)</u>	<u>(18)</u>	<u>(18)</u>		Common Stock
Restricted Stock Units 2009	<u>(3)</u>	<u>(19)</u>	<u>(19)</u>		Common Stock
Restricted Stock Units 2010	<u>(3)</u>	<u>(20)</u>	<u>(20)</u>		Common Stock 1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORD DIANE L 700 NORTH ADAMS STREET P.O. BOX 19001 GREEN BAY, WI 54307-9001			VP and Corporate Controller	

