

WISCONSIN ENERGY CORP  
 Form 4  
 January 07, 2015

**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 \*  
**FISCHER THOMAS J**

2. Issuer Name and Ticker or Trading Symbol  
**WISCONSIN ENERGY CORP [WEC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**231 WEST MICHIGAN STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/05/2015**

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

**MILWAUKEE,, WI 53203**

(City) (State) (Zip)

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 01/05/2015                           |  | D                              | V   | 2,538.8198  | D  |  |
| Common Stock                    |                                      |  |                                |   | 8,449.0947  | D  |  |
|                                 |                                      |  |                                |   | (1)   |  |  |
|                                 |                                      |  |                                |   | (2)   |  |  |
|                                 |                                      |  |                                |   | 25,969  | I  | By Trust                                   |

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 or Number of Shares |
| Phantom Stock Units                        | (3)  | 01/05/2015                           |  | A                              | 2,538.8198  |  | (4)   | (4)             | Common Stock | 2,538.8                    |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| FISCHER THOMAS J<br>231 WEST MICHIGAN STREET<br>MILWAUKEE,, WI 53203 |               |           | X       |       |

## Signatures

/s/Joshua M. Erickson, as Attorney-in-Fact 01/07/2015

\_\_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).
- Upon the vesting of restricted stock granted to the reporting person on January 3, 2012, the reporting person deferred the receipt of 2,538.8198 shares of common stock and instead received 2,538.8198 phantom stock units pursuant to the Wisconsin Energy Corporation Directors' Deferred Compensation Plan (DDCP). As a result, the reporting person is reporting the disposition of 2,538.8198 shares of common stock in exchange for an equal number of phantom stock units.
- (1) Directors' Deferred Compensation Plan (DDCP). As a result, the reporting person is reporting the disposition of 2,538.8198 shares of common stock in exchange for an equal number of phantom stock units.
  - (2) Includes shares acquired pursuant to dividend reinvestment in transactions exempt from Section 16 pursuant to Rule 16a-11.
  - (3) One-for-one.
  - (4) These phantom stock units were accrued under the DDCP and are to be settled following the reporting person's termination of service as a director.

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.