

O LEARY JOSEPH P
 Form 4
 April 17, 2013

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 *
 O LEARY JOSEPH P

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)
 130 EAST RANDOLPH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/15/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

CHICAGO, IL 60601

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 04/15/2013 | | M | 12,330 A \$ 49.4 | 18,645.6629 | D | |
| Common Stock | 04/15/2013 | | S | 12,330 D \$ 60.1214 (1) | 6,315.6629 (2) | D | |
| Common Stock | | | | | 2,713.9867 | 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nu Sh |
| Employee Stock Option (Right to buy) | \$ 49.4 | 04/15/2013 | | M | 12,330 | 02/10/2012 ⁽³⁾ 02/10/2021 | | Common Stock | |
| Employee Stock Option (Right to buy) | \$ 41.58 | | | | | 02/11/2011 ⁽³⁾ 02/11/2020 | | Common Stock | |
| Employee Stock Option (Right to buy) | \$ 52.73 | | | | | 12/07/2007 ⁽³⁾ 12/07/2016 | | Common Stock | |
| Employee Stock Option (Right to buy) | \$ 53.24 | | | | | 02/09/2013 ⁽³⁾ 02/09/2022 | | Common Stock | |
| Employee Stock Option (Right to buy) | \$ 54.85 | | | | | 12/07/2006 ⁽³⁾ 12/07/2015 | | Common Stock | |
| Employee Stock Option (Right to buy) | \$ 58.65 | | | | | 05/17/2008 ⁽³⁾ 05/17/2017 | | Common Stock | |
| Employee Stock Option (Right to buy) | \$ 56 | | | | | 02/14/2014 ⁽³⁾ 02/14/2023 | | Common Stock | |

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- (6) Upon retirement or termination of service, distribution of phantom stock units will commence in January of the year that is both (1) following the calendar year in which service terminates with the Company, and (2) at least six months following termination, or later if the participant selected a later date.
- (7) Balance reflects dividends paid on phantom stock units and reinvested in additional phantom stock units, under the Company's Deferred Compensation Plan on March 20, 2013.
- (8) Each restricted stock unit represent a contingent right to receive one share of Company common stock. The restricted stock units vest in four equal annual installments beginning on the exercisable date.
- (9) Balance reflects the dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's 2010 Omnibus Incentive Plan on March 20, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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