

FORD DIANE L
Form 4
May 22, 2007

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 *
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)

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

VP and Corporate Controller

700 NORTH ADAMS STREET, P. O. BOX 19001

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	05/18/2007		M	A	\$ 34.75	5,325	D
Common Stock	05/18/2007		S	D	\$ 58.692	2,495	D
Common Stock						2,866.0992	I
Common Stock						111.494	I
							By ESOP
							by Stk Invest 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 Sha
Employee Stock Option (Right to buy)	\$ 34.75 <u>(1)</u>	05/18/2007		M	2,830	12/14/2001 12/14/2010	Common Stock
Employee Stock Option (Right to buy)	\$ 34.09 <u>(2)</u>					12/13/2002 12/13/2011	Common Stock
Employee Stock Option (Right to buy)	\$ 37.96 <u>(3)</u>					12/12/2003 12/12/2012	Common Stock
Employee Stock Option (Right to buy)	\$ 44.73 <u>(4)</u>					12/10/2004 12/10/2013	Common Stock
Employee Stock Option (Right to buy)	\$ 48.11 <u>(5)</u>					12/08/2005 12/08/2014	Common Stock
Employee Stock Option (Right to buy)	\$ 52.73 <u>(6)</u>					12/07/2007 12/07/2016	Common Stock
Employee Stock Option (Right to buy)	\$ 54.85 <u>(7)</u>					12/07/2006 12/07/2015	Common Stock

Employee Stock Option (Right to buy)	\$ 58.65 ⁽⁸⁾	05/17/2008	05/17/2017	Common Stock
Performance Rights	\$ 0 ⁽⁹⁾	01/01/2008 ⁽¹⁰⁾	06/30/2008	Common Stock
Performance Rights	\$ 0 ⁽⁹⁾	01/01/2009 ⁽¹⁰⁾	06/30/2009	Common Stock
Performance Rights	\$ 0 ⁽¹¹⁾	12/31/2009	03/31/2010	Common Stock
Performance Rights	\$ 0 ⁽⁹⁾	01/01/2010 ⁽¹⁰⁾	06/30/2010	Common Stock
Phantom Stock Unit	⁽¹²⁾	⁽¹³⁾	⁽¹⁴⁾	Common Stock 8,

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	

Signatures

By: Peter H. Kauffman For: For: Ms. Ford
Date: 05/21/2007

⁽¹⁾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) The option vests in four equal annual installments beginning on December 14, 2001.
- (2) The option vests in four equal annual installments beginning on December 13, 2002.
- (3) The option vests in four equal annual installments beginning on December 12, 2003.
- (4) The option vests in four equal annual installments beginning on December 10, 2004.
- (5) The option vests in four equal annual installments beginning on December 8, 2005.
- (6) The option vests in four equal annual installments beginning on December 7, 2007.
- (7) The option vests in four equal annual installments beginning on December 7, 2006.
- (8) The option vests in four equal annual installments beginning on May 17, 2008.
- (9) Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.
- (10)

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Performance shares vest and are issued three years after the performance shares are awarded and the final number of shares issued is determined based on company performance against an established industry benchmark.

- (11) 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.
- (12) These phantom stock units convert to common stock on a one-for-one basis.
- (13) 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.
- (14) 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.

Remarks:

This average sale price reflects multiple transactions at prices ranging from \$58.65 to \$58.75

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.