SCHROCK CHARLES A

Form 4

December 22, 2009

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

OMB Number:

3235-0287

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

SECURITIES

Estimated average burden hours per

Form 5 obligations may continue.

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

response...

See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

SCHROCK CHARLES A

(First)

(Street)

Symbol

(Check all applicable)

INTEGRYS ENERGY GROUP,

INC. [TEG]

3. Date of Earliest Transaction

_X__ Director

10% Owner Other (specify

(Month/Day/Year)

X_ Officer (give title below)

130 EAST RANDOLPH DRIVE 12/18/2009

President & CEO 6. Individual or Joint/Group Filing(Check

(Middle)

(Zip)

Applicable Line)

4. If Amendment, Date Original Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHICAGO, IL 60601 (City) (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(4)	Reported		
				(A)	Transpation(a)		

Transaction(s)

or Code V Amount (D) Price

(Instr. 3 and 4)

Common 2,319,445 D Stock

Common I 4,642.0308 By ESOP Stock

Common by Stk I 1,045.617 Stock **Invest Plan**

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D (Instr. 3, 4, and 5))		7. Title and A Underlying So (Instr. 3 and 4
				Code V	(A) (E	Date Exercisable	Expiration Date	Title
Phantom Stock Unit	<u>(1)</u>	12/18/2009		A	14.6347	(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 (<u>8)</u>					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
Employee Stock Option (Right to	\$ 58.65 (11)					05/17/2008	05/17/2017	Common Stock

buy)
ouy)

Performance Rights	\$ 0 <u>(12)</u>	12/31/2009(12)	03/31/2010	Common Stock
Performance Rights	\$ 0 <u>(13)</u>	01/01/2010(14)	06/30/2010	Common Stock
Performance Rights	\$ 0 <u>(13)</u>	01/01/2011(14)	06/30/2011	Common Stock
Performance Rights	\$ 0 <u>(13)</u>	01/01/2012(14)	06/30/2012	Common Stock
Restricted Stock Units 2008	<u>(15)</u>	(16)	(16)	Common Stock
				Stock
Restricted Stock Units 2009	<u>(15)</u>	<u>(17)</u>	<u>(17)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
SCHROCK CHARLES A 130 EAST RANDOLPH DRIVE CHICAGO, IL 60601	X		President & CEO			

Signatures

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

12/22/2009

**Signature of Reporting Person

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).

Date

- (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.

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- (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.
- (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.
- 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.
- (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) 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.
- (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.
- (17) The restricted stock units vest in four equal annual installments beginning on February 12, 2010.
- (18) The option vests in four equal annual installments beginning on February 12, 2010.

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.