

MEINZ THOMAS P

Form 4

March 24, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MEINZ THOMAS 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)

700 NORTH ADAMS STREET, P.
O. BOX 19001

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2008

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Exec VP - External Affairs

GREEN BAY, WI 54307-9001

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/20/2008		P		56.03	A	\$ 44.8941	3,810.401	I	by SIP in JT Trust
Common Stock								867.504	D	
Common Stock								7,011.8833	I	By ESOP

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

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information contained in this form are not
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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 Underlying (Instr. 3 and		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Unit	<u>(1)</u>	03/20/2008		P		216.0788		<u>(2)</u>	<u>(3)</u>	Common Stock
Employee Stock Option (Right to buy)	\$ <u>34.09</u> <u>(4)</u>							12/13/2002	12/13/2011	Common Stock
Employee Stock Option (Right to buy)	\$ <u>34.75</u> <u>(5)</u>							12/14/2001	12/14/2010	Common Stock
Employee Stock Option (Right to buy)	\$ <u>37.96</u> <u>(6)</u>							12/12/2003	12/12/2012	Common Stock
Employee Stock Option (Right to buy)	\$ <u>44.73</u> <u>(7)</u>							12/10/2004	12/10/2013	Common Stock
Employee Stock Option (Right to buy)	\$ <u>48.11</u> <u>(8)</u>							12/08/2005	12/08/2014	Common Stock
Employee Stock Option (Right to buy)	\$ <u>48.36</u> <u>(9)</u>							02/14/2009	02/14/2018	Common Stock
Employee Stock Option (Right to buy)	\$ <u>52.73</u> <u>(10)</u>							12/07/2007	12/07/2016	Common Stock
Employee Stock Option	\$ <u>54.85</u> <u>(11)</u>							12/07/2006	12/07/2015	Common Stock

(Right to
buy)

Employee

Stock Option \$ 58.65
(Right to (12)
buy)

05/17/2008 05/17/2017

Common
StockPerformance
Rights \$ 0 (13)01/01/2009⁽¹⁴⁾ 06/30/2009Common
StockPerformance
Rights \$ 0 (15)12/31/2009⁽¹⁵⁾ 03/31/2010Common
StockPerformance
Rights \$ 0 (13)01/01/2010⁽¹⁴⁾ 06/30/2010Common
StockPerformance
Rights \$ 0 (13)01/01/2011⁽¹⁴⁾ 06/30/2011Common
StockRestricted
Stock Units (16)(17)(17)Common
Stock

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

MEINZ THOMAS P
700 NORTH ADAMS STREET
P. O. BOX 19001
GREEN BAY, WI 54307-9001

Exec VP - External Affairs

Signatures

By: Barth J. Wolf, as Power of Attorney For: Mr.
Meinz

03/24/2008

 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) 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 14, 2001.
- (6) The option vests in four equal annual installments beginning on December 12, 2003.
- (7) The option vests in four equal annual installments beginning on December 10, 2004.

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- (8) The option vests in four equal annual installments beginning on December 8, 2005.
- (9) The option vests in four equal annual installments beginning on February 14, 2009.
- (10) The option vests in four equal annual installments beginning on December 7, 2007.
- (11) The option vests in four equal annual installments beginning on December 7, 2006.
- (12) The option vests in four equal annual installments beginning on May 17, 2008.
- (13) 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.
- (14) 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.
- (15) 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.
- (16) Each restricted stock unit represent a contingent right to receive one share of TEG common stock.
- (17) The restricted stock units vest in four equal annual installments beginning on February 14, 2009.

Remarks:

Table 1, line 1, reflects dividends paid on Restricted Stock Awards and reinvested in additional Restricted Stock, and Table 2

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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