INTEGRYS HOLDING, INC.

Form 4 July 01, 2015

FORM 4

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

OMB

Check this box if no longer subject to

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OMB APPROVAL

Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

obligations may continue. See Instruction

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... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Caro Jodi J			2. Issuer Name and Ticker or Trading Symbol INTEGRYS HOLDING, INC. [TEG]]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Check an applicable)				
200 EAST RANDOLPH STREET			(Month/Day/Year) 06/29/2015					Director 10% Owner Secondary Officer (give title Other (specify below) below) VP - Genl Counsel & Secondary Secondary Counsel & Secondary			
				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			
CHICAGO					j	Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivative Sec	urities	Acqu	ired, Disposed of	, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any (Month/Da	Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			d (A)	Securities Ownership Indirect Beneficially Form: Benefici Owned Direct (D) Ownersh Following or Indirect (Instr. 4		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	06/29/2015			D	4,736.0008	D	\$ 0 (1)	0	D		
Common Stock	06/29/2015			D	2,266.0484	D	\$ 0 (1)	0	I	By Employee Stock Ownership Plan	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.											

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(9-02)

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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. Transactic Code (Instr. 8)	5. Number of or 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 Ar Underlying Se (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units 2012	<u>(2)</u>	06/29/2015		D		196.918 (3)	02/09/2013	02/09/2016	Common Stock
Restricted Stock Units 2013	(2)	06/29/2015		D		603.2901 (3)	02/14/2014	02/14/2017	Common Stock
Restricted Stock Units 2014	(2)	06/29/2015		D		1,387.5125	02/13/2015	02/13/2018	Common Stock
Restricted Stock Units 2015	(2)	06/29/2015		D	(6,597.2789 (3)	02/12/2016	02/12/2019	Common Stock
Performance Rights	\$ 0 (4)	06/29/2015		D		3,808	01/01/2016	03/15/2016	Common Stock
Performance Rights	\$ 0 (4)	06/29/2015		D		5,952	01/01/2017	03/15/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Caro Jodi J

200 EAST RANDOLPH STREET VP - Genl Counsel & Secy

CHICAGO, IL 60601

Signatures

Dane E. Allen, as Power of Attorney for Ms.
Caro
07/01/2015

**Signature of Reporting Person Date

Reporting Owners 2

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).
- Pursuant to the merger between Integrys Energy Group and Wisconsin Energy Corporation, as of the closing date, the outstanding shares of Integrys common stock were automatically converted into the right to receive allocations of the merger consideration, consisting of 1.128 WEC Energy Group shares and \$18.58 cash per share (referred to as the "merger consideration").
- Pursuant to the merger between Integrys Energy Group and Wisconsin Energy Corporation, as of the closing date, restricted stock units (whether or not vested) were canceled and automatically converted into the right to receive a cash payment equal to the value of the merger consideration.
- (3) Reflects the quarterly dividend paid on restricted stock units and reinvested in additional restricted stock units, under the Company's Omnibus Incentive Plans.
- Pursuant to the merger between Integrys Energy Group and Wisconsin Energy Corporation, as of the closing date, performance rights (whether or not vested) were canceled and automatically converted into the right to receive a cash payment equal to the value of the merger consideration, with the final award (a) for 2013 performance rights at 148% of the reported target award and (b) for 2014 performance rights at 200% of the reported target award.

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.