

WEC ENERGY GROUP, INC.  
 Form 4  
 August 02, 2016

**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 \*  
 Martin Susan H.

2. Issuer Name and Ticker or Trading Symbol  
 WEC ENERGY GROUP, INC.  
 [WEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 231 WEST MICHIGAN STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/29/2016

\_\_\_\_ Director  
 Officer (give title below) Executive VP & General Counsel  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

MILWAUKEE, WI 53203

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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 07/29/2016                           |  | M                              |   | 20,000  | A  | \$ 37.46  |
|                                 |                                      |  |                                |   |   |  | 34,483.9043 (1)                                       |
| Common Stock                    | 07/29/2016                           |  | S                              |   | 20,000  | D  | \$ 64.9505 (2)  |
|                                 |                                      |  |                                |   |   |  | 14,483.9043 (1)                                       |
| Common Stock                    | 08/01/2016                           |  | M                              |   | 20,000  | A  | \$ 37.46  |
|                                 |                                      |  |                                |   |   |  | 34,483.9043 (1)                                       |
| Common Stock                    | 08/01/2016                           |  | S                              |   | 20,000  | D  | \$ 65.1427 (3)  |
|                                 |                                      |  |                                |   |   |  | 14,483.9043 (1)                                       |
|                                 |                                      |  |                                |   |   |  | 4,779.17 (4)  |
|                                 |                                      |  |                                |   |   | I  | ERSP  |

Common  
Stock

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

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SEC 1474  
(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 Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Option (right to buy)                | \$ 37.46   | 07/29/2016                           |  | M                              | 20,000  | 01/02/2016   | 01/02/2023  | Common Stock | 20,000                     |
| Stock Option (right to buy)                | \$ 37.46   | 08/01/2016                           |  | M                              | 20,000  | 01/02/2016   | 01/02/2023  | Common Stock | 20,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Martin Susan H.<br>231 WEST MICHIGAN STREET<br>MILWAUKEE, WI 53203 |               |           | Executive VP & General Counsel |       |

## Signatures

Joshua M. Erickson, as  
Attorney-in-Fact

08/02/2016

\_\_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) Includes shares acquired pursuant to a dividend reinvestment feature of WEC's Stock Plus Investment Plan in transactions exempt from Section 16 pursuant to Rule 16a-11.

This price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.90 to \$65.07, inclusive.

- (2) The reporting person undertakes to provide WEC Energy Group ("WEC"), any security holder of WEC, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

This price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.97 to \$65.22, inclusive.

- (3) The reporting person undertakes to provide WEC, any security holder of WEC, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

Includes shares acquired under WEC's Employee Retirement Savings Plan (ERSP) in transactions exempt from Section 16(b) pursuant to Rule 16b-3(c) and exempt from reporting pursuant to Rule 16a-3(f)(1)(i)(B). The number of shares in the ERSP attributable to any one participant varies with the price of the Common Stock. The information in this report is based on a plan statement dated as of July 31, 2016.

- (4)

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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