

INTEGRYS ENERGY GROUP, INC.

Form 4

March 02, 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 \*  
**KAUFFMAN PETER**

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)  
**130 E. RANDOLPH DRIVE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/28/2007**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Secy & Chief Gov Officer**

**CHICAGO, IL 60601**

(City) (State) (Zip)

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

**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	02/28/2007		D	2,218 D \$ 55.467	2,397.05	D	
Common Stock	02/28/2007		M	990 A \$ 45.87	3,387.05	D	
Common Stock	02/28/2007		S	990 D \$ 55.467	2,397.05	D	
Common Stock	02/28/2007		M	6,517 A \$ 49.89	8,914.05	D	
Common Stock	02/28/2007		S	6,517 D \$ 55.467	2,397.05	D	

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Common Stock	02/28/2007	M	990	A	\$ 45.87	3,387.05	D	
Common Stock	02/28/2007	S	990	D	\$ 55.5	2,397.05	D	
Common Stock						2,121.1504	I	Trustee/401(k) Plan
Common Stock						156.5905	I	Trustee/ESOP

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Rights	\$ 45.87 <u>(1)</u>	02/28/2007		M	990	10/01/1998 10/01/2007	Common Stock	990
Stock Option (Right to buy)	\$ 45.87	02/28/2007		M	990	10/01/1998 10/01/2007	Common Stock	990
Stock Option (Right to buy)	\$ 49.89	02/28/2007		M	6,517	10/03/2002 10/03/2011	Common Stock	6,517

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Secy & Chief Gov Officer	

KAUFFMAN PETER  
130 E. RANDOLPH DRIVE  
CHICAGO, IL 60601

## Signatures

Peter H.  
Kauffman

03/02/2007

\*\*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) Cash-only settlement of Stock Appreciation Rights granted under the Company's Long-Term Incentive Compensation Plan based on market price of Common Stock. Exercise is exempt from Section 16(b) pursuant to Rule 16b-3.

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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