

INTEGRYS ENERGY GROUP, INC.
 Form 4
 May 21, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 NARDI THOMAS A

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)
 05/19/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres, Integrys Bus Sup, a sub

CHICAGO, IL 60601

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 | (D) | Price |
| Common Stock | 05/19/2008 | | M | | 1,100 | A | \$ 49.89 |
| Common Stock | 05/19/2008 | | M | | 1,779 | A | \$ 49.89 |
| Common Stock | 05/19/2008 | | M | | 400 | A | \$ 49.89 |
| Common Stock | 05/19/2008 | | M | | 84 | A | \$ 49.89 |
| Common Stock | 05/19/2008 | | M | | 3,999 | A | \$ 49.89 |

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| | | | | | | | | |
|--------------|------------|---|-------|---|------------|------------|---|------------------------|
| Common Stock | 05/19/2008 | M | 4,000 | A | \$ 49.89 | 26,067.228 | D | |
| Common Stock | 05/19/2008 | M | 300 | A | \$ 49.89 | 26,367.228 | D | |
| Common Stock | 05/19/2008 | M | 400 | A | \$ 49.89 | 26,767.228 | D | |
| Common Stock | 05/19/2008 | M | 100 | A | \$ 49.89 | 26,867.228 | D | |
| Common Stock | 05/19/2008 | M | 224 | A | \$ 49.89 | 27,091.228 | D | |
| Common Stock | 05/19/2008 | S | 1,100 | D | \$ 51.205 | 25,991.228 | D | |
| Common Stock | 05/19/2008 | S | 1,779 | D | \$ 51.21 | 24,212.228 | D | |
| Common Stock | 05/19/2008 | S | 400 | D | \$ 51.2125 | 23,812.228 | D | |
| Common Stock | 05/19/2008 | S | 84 | D | \$ 51.22 | 23,728.228 | D | |
| Common Stock | 05/19/2008 | S | 3,999 | D | \$ 51.25 | 19,729.228 | D | |
| Common Stock | 05/19/2008 | S | 4,000 | D | \$ 51.255 | 15,729.228 | D | |
| Common Stock | 05/19/2008 | S | 300 | D | \$ 51.2575 | 15,429.228 | D | |
| Common Stock | 05/19/2008 | S | 400 | D | \$ 51.26 | 15,029.228 | D | |
| Common Stock | 05/19/2008 | S | 100 | D | \$ 51.265 | 14,929.228 | D | |
| Common Stock | 05/19/2008 | S | 224 | D | \$ 51.28 | 14,705.228 | D | |
| Common Stock | 05/19/2008 | M | 2,959 | A | \$ 49.89 | 17,664.228 | D | |
| Common Stock | 05/19/2008 | S | 2,959 | D | \$ 51.2 | 14,705.228 | D | |
| Common Stock | | | | | | 1,582.0635 | I | Trustee/401(k) Plan |

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

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SEC 1474
(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. 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Stock Option (Right to buy) | \$ 49.89 | 05/19/2008 | | M | 1,100 | 10/03/2002 10/03/2011 | Common Stock 1 |
| Stock Option (Right to buy) | \$ 49.89 | 05/19/2008 | | M | 1,779 | 10/03/2002 10/03/2011 | Common Stock 1 |
| Stock Option (Right to buy) | \$ 49.89 | 05/19/2008 | | M | 400 | 10/03/2002 10/03/2011 | Common Stock |
| Stock Option (Right to buy) | \$ 49.89 | 05/19/2008 | | M | 84 | 10/03/2002 10/03/2011 | Common Stock |
| Stock Option (Right to buy) | \$ 49.89 | 05/19/2008 | | M | 3,999 | 10/03/2002 10/03/2011 | Common Stock 3 |
| Stock Option (Right to buy) | \$ 49.89 | 05/19/2008 | | M | 4,000 | 10/03/2002 10/03/2011 | Common Stock 4 |
| Stock Option (Right to buy) | \$ 49.89 | 05/19/2008 | | M | 300 | 10/03/2002 10/03/2011 | Common Stock |
| Stock Option (Right to buy) | \$ 49.89 | 05/19/2008 | | M | 400 | 10/03/2002 10/03/2011 | Common Stock |
| Stock Option (Right to buy) | \$ 49.89 | 05/19/2008 | | M | 100 | 10/03/2002 10/03/2011 | Common Stock |
| Stock Option (Right to buy) | \$ 49.89 | 05/19/2008 | | M | 224 | 10/03/2002 10/03/2011 | Common Stock |
| Stock Option (Right to buy) | \$ 49.89 | 05/19/2008 | | M | 2,959 | 10/03/2002 10/03/2011 | Common Stock 2 |

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Table 1, line 1, column 5, reflects dividends paid on Restricted Stock Awards and reinvested in additional Restricted Stock, un

Table 1, line 2, column 5 - Trustee/401(k) Plan: Acquired or disposed of on a periodic basis by the Trustee of the Company's

In Table 2, the Restricted Stock Unit balance reflects dividends paid on Restricted Stock Units and reinvested in additional Re

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