

Caro Jodi J
 Form 3
 May 11, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Caro Jodi J | | (Month/Day/Year) | INTEGRYS ENERGY GROUP, INC. [TEG] | |
| (Last) | (First) | (Middle) | 05/10/2012 | |
| 130 EAST RANDOLPH STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CHICAGO,Â ILÂ 60601 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | VP - Genl Counsel & Asst Secy | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 2,102.5071 | D | Â |
| Common Stock | 1,399.1188 | I | By Employee Stock Ownership Plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|---------------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Employee Stock Option (Right to buy) | 02/11/2011 ⁽¹⁾ | 02/11/2020 | Common Stock | 5,936 | \$ 41.58 | D | Â |
| Employee Stock Option (Right to buy) | 02/12/2010 ⁽¹⁾ | 02/12/2019 | Common Stock | 4,775 | \$ 42.12 | D | Â |
| Employee Stock Option (Right to buy) | 02/14/2009 ⁽¹⁾ | 02/14/2018 | Common Stock | 5,570 | \$ 48.36 | D | Â |
| Employee Stock Option (Right to buy) | 02/10/2012 ⁽¹⁾ | 02/10/2021 | Common Stock | 3,381 | \$ 49.4 | D | Â |
| Employee Stock Option (Right to buy) | 02/09/2013 ⁽¹⁾ | 02/09/2022 | Common Stock | 5,839 | \$ 53.24 | D | Â |
| Performance Rights | 01/01/2013 ⁽²⁾ | 06/30/2013 | Common Stock | 1,612 | \$ 0 ⁽²⁾ | D | Â |
| Performance Rights | 01/01/2014 ⁽²⁾ | 06/30/2014 | Common Stock | 1,188 | \$ 0 ⁽²⁾ | D | Â |
| Performance Rights | 01/01/2015 ⁽²⁾ | 06/30/2015 | Common Stock | 1,969 | \$ 0 ⁽²⁾ | D | Â |
| Restricted Stock Units 2009 | 02/12/2010 | 02/12/2013 | Common Stock | 114.4658 | \$ ⁽³⁾ | D | Â |
| Restricted Stock Units 2010 | 02/11/2011 | 02/11/2014 | Common Stock | 287.4797 | \$ ⁽³⁾ | D | Â |
| Restricted Stock Units 2011 | 02/10/2012 | 02/10/2015 | Common Stock | 352.3977 | \$ ⁽³⁾ | D | Â |
| Restricted Stock Units 2012 | 02/09/2013 | 02/09/2016 | Common Stock | 680.6269 | \$ ⁽³⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Caro Jodi J 130 EAST RANDOLPH STREET CHICAGO, IL 60601 | Â | Â | Â VP - Genl Counsel & Asst Secy | Â |

Signatures

Dane E. Allen, as Power of Attorney for Ms. Caro 05/11/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The option vests in four equal annual installments beginning on the exercisable date.

Performance stock rights represent the right to receive shares of common stock of the Company, in the event certain performance goals are satisfied. These goals are based on Company performance against an established industry benchmark, over a three year performance period. The final award of shares issued can be between 0% and 200% of the target award.

(3) Each restricted stock unit represent a contingent right to receive one share of Company common stock. The restricted stock units vest in four equal annual installments beginning on the exercisable date.

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.