INTEGRYS ENERGY GROUP, INC.
Form 5
February 06, 2008

FORM 5

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

ANNUAL 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

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).
Form 3 Holdings Reported
Form 4 Transactions Reported

1. Name and Address of Reporting Person *
NARDI THOMAS A

(Last) (First) (Middle)

130 E. RANDOLPH DRIVE

(Street)

CHICAGO,Â ILÂ 60601

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
INTEGRYS ENERGY GROUP, INC. [TEG]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	02/21/2007	Â	A	1.5485	D	$ 0	16,067.125 (1)	D	Â
Common Stock	06/20/2007	Â	A	19.564	A	$ 52.425	16,140.564	D	Â
Common Stock	09/20/2007	Â	A	19.917	A	$ 52.145	16,160.481	D	Â
Common Stock	12/20/2007	Â	A	20.658	A	$ 50.91	14,681.139	D	Â

Common Stock	12/31/2007	Â	A	0.6932	D	$ 0	1,556.9073	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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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 Amou Underlying Securit (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Option (Right to buy)	$ 58.65 (2)	Â	Â	Â	Â	Â	05/17/2008	05/17/2017	Common Stock	24,(
Performance Rights	$ 0 (3)	Â	Â	Â	Â	Â	12/31/2009(3)	03/31/2010	Common Stock	4,2
Stock Option (Right to buy)	$ 49.89	Â	Â	Â	Â	Â	10/03/2002	10/03/2011	Common Stock	15,(

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NARDI THOMAS A 130 E. RANDOLPH DRIVE CHICAGO,Â ILÂ 60601	Â	Â	Â Pres, Integrys Bus Sup, a sub	Â

Signatures

By: Barth J. Wolf, as Power of Attorney For: Mr. Nardi	02/06/2008
**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) Reflects clerical error made at conversion from Peoples Energy stock to Integrys Energy Group stock.

(2) The option vests in four equal annual installments beginning on May 17, 2008.

(3) The final number of shares issued will be based on company performance against an established industry benchmark for the performance period April 1, 2007, to December 31, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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