

WISCONSIN ENERGY CORP  
Form 8-K  
December 06, 2013

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported):

December 5, 2013

| Commission<br>File Number | Registrant; State of Incorporation<br>Address; and Telephone Number   | IRS Employer<br>Identification No. |
|---------------------------|---|------------------------------------|
| 001-09057                 | WISCONSIN ENERGY CORPORATION<br>(A Wisconsin Corporation)<br>231 West Michigan Street<br>P.O. Box 1331<br>Milwaukee, WI 53201<br>(414) 221-2345     | 39-1391525                         |
| 001-01245                 | WISCONSIN ELECTRIC POWER COMPANY<br>(A Wisconsin Corporation)<br>231 West Michigan Street<br>P.O. Box 2046<br>Milwaukee, WI 53201<br>(414) 221-2345 | 39-0476280                         |

The name and address of each registrant have not changed since the last report.

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

---

WISCONSIN ENERGY CORPORATION  
WISCONSIN ELECTRIC POWER COMPANY

ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;  
APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On December 5, 2013, pursuant to the terms of the Short-Term Performance Plan of Wisconsin Energy Corporation amended and restated effective as of January 1, 2010 (the "STPP"), the Compensation Committee of Wisconsin Energy Corporation's Board of Directors (the "Compensation Committee") established overall performance goals for the upcoming 2014 plan year. In general, the 2014 annual incentive under the STPP will be dependent upon financial achievement determined by Wisconsin Energy's performance against a target for earnings from continuing operations, which will be established in the near future. In addition to Wisconsin Energy's target for earnings from continuing operations, officers and employees whose positions principally relate to utility operations are also measured against targets for the aggregate net income of Wisconsin Electric Power Company and Wisconsin Gas LLC, subsidiaries of Wisconsin Energy. Awards can be increased or decreased by up to 10% based upon Wisconsin Energy's performance in the operational areas of customer satisfaction (5%), supplier and workforce diversity (2.5%) and safety (2.5%).

The Compensation Committee also determined that, for 2014, the short-term dividend equivalents awarded under the STPP will vest at the end of 2014 if Wisconsin Energy achieves the performance target for earnings from continuing operations, which will be established in the near future.

---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each of the registrants has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WISCONSIN ENERGY CORPORATION  
(Registrant)

Date: December 6, 2013

/s/ STEPHEN P. DICKSON  
Stephen P. Dickson - Vice President and Controller

WISCONSIN ELECTRIC POWER COMPANY  
(Registrant)

Date: December 6, 2013

/s/ STEPHEN P. DICKSON  
Stephen P. Dickson - Vice President and Controller