

Matthews Charles R
Form 4
February 21, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Matthews Charles R

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
231 WEST MICHIGAN STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2019

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
President & CEO - PGL/NSG

MILWAUKEE, WI 53203

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/19/2019		M	V Amount (A) or (D) Price			
				16,965 A \$ 41.025	26,584	D	
Common Stock	02/19/2019		S	16,965 D \$ 74.772 (1)	9,619	D	
Common Stock	02/19/2019		M	9,670 A \$ 52.895	19,289	D	
Common Stock	02/19/2019		S	9,670 D \$ 74.772 (1)	9,619	D	
	02/19/2019		M	13,660 A	23,279	D	

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Common Stock					\$ 50.925			
Common Stock	02/19/2019		S	13,660	D	\$ 74,772 (1)	9,619	D
Common Stock							1,796.389 (2)	I ERSP

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 41.025	02/19/2019		M	16,965	01/02/2017 01/02/2024	Common Stock 16,965
Stock Option (right to buy)	\$ 52.895	02/19/2019		M	9,670	01/02/2018 01/02/2025	Common Stock 9,670
Stock Option (right to buy)	\$ 50.925	02/19/2019		M	13,660	01/04/2019 01/04/2026	Common Stock 13,660

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Matthews Charles R	President & CEO - PGL/NSG

231 WEST MICHIGAN STREET
MILWAUKEE, WI 53203

Signatures

Joshua M. Erickson, as attorney
in fact

02/21/2019

_____*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) This price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.5500 to \$74.9600, inclusive. The reporting person undertakes to provide to WEC Energy Group, Inc. (WEC), any security holder of WEC, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

(2) Includes shares acquired under WEC's Employee Retirement Savings Plan (ERSP) in transactions exempt from Section 16(b) pursuant to Rule 16b-3(c) and exempt from reporting pursuant to Rule 16a-3(f)(1)(i)(B). The number of shares in the ERSP attributable to any one participant varies with the price of the Common Stock. The information in this report is based on a plan statement dated as of January 31, 2019.

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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