

Matthews Charles R
 Form 4
 February 21, 2019

FORM 4

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

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).

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 *
 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
 Officer (give title below) _____ Other (specify 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)
 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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/19/2019 | | M | 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 | 9,619 | D |
| | | | | | | <u>(1)</u> | | |
| Common Stock | | | | | | | 1,796.389 ⁽²⁾ | I |
| | | | | | | | | ERSP |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| 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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