

WISCONSIN ELECTRIC POWER CO  
Form 8-K  
December 07, 2010

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 1, 2010

Commission  
File Number

Registrant; State of Incorporation  
Address; and Telephone Number

IRS Employer  
Identification No.

001-09057

39-1391525

**WISCONSIN ENERGY CORPORATION**

(A Wisconsin Corporation)  
231 West Michigan Street  
P.O. Box 1331  
Milwaukee, WI 53201  
(414) 221-2345

001-01245

39-0476280

**WISCONSIN ELECTRIC POWER COMPANY**

(A Wisconsin Corporation)  
231 West Michigan Street  
P.O. Box 2046  
Milwaukee, WI 53201  
(414) 221-2345

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))

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WISCONSIN ENERGY CORPORATION  
WISCONSIN ELECTRIC POWER COMPANY

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

**Performance Measures**

On December 1, 2010, 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 2011 plan year. In general, the 2011 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 2011, the short-term dividend equivalents awarded under the STPP will vest at the end of 2011 if Wisconsin Energy achieves the performance target for earnings from continuing operations, which will be established in the near future.

**Other Matters**

Attached as Exhibit 10.1 are the terms and conditions of restricted stock awards that may be granted under the 1993

Omnibus Stock Incentive Plan, approved by the Compensation Committee on December 1, 2010.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

**10 Material Contracts**

10.1 Terms and Conditions Governing Restricted Stock Awards under the 1993 Omnibus Stock Incentive Plan, approved December 1, 2010.

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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)

/s/ STEPHEN P. DICKSON

Stephen P. Dickson - Vice President and Controller

Date: December 7, 2010

WISCONSIN ELECTRIC POWER COMPANY  
(Registrant)

/s/ STEPHEN P. DICKSON

Stephen P. Dickson - Vice President and Controller

Date: December 7, 2010

