

DICKSON STEPHEN P
 Form 4
 January 04, 2013

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 *
 DICKSON STEPHEN P

2. Issuer Name and Ticker or Trading Symbol
 WISCONSIN ENERGY CORP [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)
 01/02/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President and Controller

MILWAUKEE,, WI 53203

(City) (State) (Zip)

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

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)	Amount or Price			
Common Stock	01/02/2013		A	V	717	A \$ 0 70,489	D	
Common Stock						5,403.406 ⁽¹⁾	I	ERSP

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

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SEC 1474 (9-02)

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).

- Includes shares acquired under Wisconsin Energy Corporation'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 December 31, 2012.
- (1) Options vest 100% on the date indicated.
 - (2) This option was previously reported as covering 16,700 shares at an exercise price of \$48.035 per share, but was adjusted to reflect the 2-for-1 stock split that occurred on March 1, 2011.
 - (3) This option was previously reported as covering 14,100 shares at an exercise price of \$42.215 per share, but was adjusted to reflect the 2-for-1 stock split that occurred on March 1, 2011.
 - (4) This option was previously reported as covering 3,175 shares at an exercise price of \$49.84 per share, but was adjusted to reflect the 2-for-1 stock split that occurred on March 1, 2011.
 - (5) This option was previously reported as covering 2,610 shares at an exercise price of \$58.695 per share, but was adjusted to reflect the 2-for-1 stock split that occurred on March 1, 2011.
 - (6)

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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