

FLORSHEIM THOMAS W
Form 4
August 29, 2012

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 *
FLORSHEIM THOMAS W

2. Issuer Name and Ticker or Trading Symbol
WEYCO GROUP INC [WEYS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
333 W. ESTABROOK BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/28/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

GLENDALE, WI US 53212

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 Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(A) or (D)	Price			
Common Stock	08/28/2012		J(1)(2)		153,556	A	\$ 0 (1) (2)	1,866,613	I	Held in Revocable Trust
Common Stock	08/28/2012		J(1)(3)		76,778	D	\$ 0 (1) (3)	215,569	I	GRAT for Self of which Son is Trustee
Common Stock	08/28/2012		J(2)(3)		76,778	D	\$ 0 (2) (3)	215,569	I	GRAT for Wife of which Son is Trustee

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Common Stock	2,390	D	
Common Stock	77,688	I	By Wife

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 24.21					12/01/2012 ⁽⁴⁾ 12/01/2017	Common Stock	1,500	
Stock Option	\$ 18.03					12/26/2005 04/26/2015	Common Stock	3,000	
Stock Option	\$ 16.79					11/19/2003 05/19/2013	Common Stock	4,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLORSHEIM THOMAS W 333 W. ESTABROOK BOULEVARD GLENDALE, WI US 53212	X	X		

Signatures

/s/Thomas W.
Florsheim, Sr. 08/29/2012

__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) Shares transferred according to terms of GRAT for self of which Thomas W. Florsheim, Jr. (son) is trustee
- (2) Shares transferred according to terms of GRAT for wife of which Thomas W. Florsheim, Jr. (son) is trustee
- (3) For informational purposes only
- (4) 25% per year for 4 years beginning 12/01/2012

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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