

WEYCO GROUP INC  
Form 4  
November 14, 2014

**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 JR

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

GLENDALE, WI US 53212

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/13/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/13/2014		M		30,000	A	\$ 23.09
Common Stock	11/13/2014		S		26,530	D	\$ 28.32
Common Stock					432,401	I	
Common Stock					606,845	I	

As Trustee of Father's 2012 GRAT  
As Trustee of Mother's 2012

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Common Stock				250,000	I	GRAT As Trustee of Father's 2014 GRAT A
Common Stock				250,000	I	As Trustee of Father's 2014 GRAT B
Common Stock				250,000	I	As Trustee of Mother's 2014 GRAT A
Common Stock				250,000	I	As Trustee of Mother's 2014 GRAT B
Common Stock				40,134	I	By Wife
Common Stock				213,936	I	As Trustee for Children
Common Stock				12,440	I	As Trustee for John Florsheim Family Trust

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

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SEC 1474  
(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	\$ 18.03					12/26/2005	04/26/2015	Common Stock		19,950
Stock Option	\$ 24.49					12/01/2011 <sup>(1)</sup>	12/01/2015	Common Stock		30,000
Stock Option	\$ 24.21					12/01/2012 <sup>(2)</sup>	12/01/2017	Common Stock		32,500
Stock Option	\$ 23.53					12/01/2013 <sup>(3)</sup>	12/01/2018	Common Stock		32,500
Stock Option	\$ 28.5					12/02/2014 <sup>(4)</sup>	12/02/2019	Common Stock		40,000
Stock Option	\$ 27.04					08/26/2015 <sup>(5)</sup>	08/26/2020	Common Stock		40,000
Stock Option	\$ 23.09	11/13/2014		M	30,000	12/01/2010	12/01/2014	Common Stock		30,000

## Reporting Owners

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

## Signatures

/s/ Thomas W.  
Florsheim, Jr. 11/14/2014

        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) 25% per year for 4 years beginning 12/01/2011

(2) 25% per year for 4 years beginning 12/01/2012

(3) 25% per year for 4 years beginning 12/01/2013

(4) 25% per year for 4 years beginning 12/02/2014

(5) 25% per year for 4 years beginning 08/26/2015

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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