

WITTKOWSKE JOHN  
 Form 4/A  
 May 23, 2012

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**WITTKOWSKE JOHN**

(Last) (First) (Middle)

333 W. ESTABROOK BOULEVARD

(Street)

MILWAUKEE, 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)  
 05/22/2012

4. If Amendment, Date Original Filed(Month/Day/Year)  
 05/23/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Senior VP and CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |   |
| Common Stock                    | 05/22/2012                           |  | M                              | 37,500 A \$ 12.04   | 104,225   | D  |   |
| Common Stock                    | 05/22/2012                           |  | S                              | 24,700 D \$ 23.12   | 79,525  | D  |   |

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

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**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                               | \$ 12.04   | 05/22/2012                           |  | M                              | 37,500  | 01/22/2003   | 07/22/2012  | Common Stock | 37,500                     |
| Stock Option                               | \$ 24.21   |                                      |  |                                |   | 12/01/2012 <sup>(5)</sup>                                | 12/01/2017  | Common Stock | 32,500                     |
| Stock Option                               | \$ 18.03   |                                      |  |                                |   | 12/26/2005   | 04/26/2015  | Common Stock | 25,000                     |
| Stock Option                               | \$ 16.79   |                                      |  |                                |   | 11/19/2003   | 05/19/2013  | Common Stock | 37,500                     |
| Stock Option                               | \$ 27.38   |                                      |  |                                |   | 11/30/2008 <sup>(1)</sup>                                | 11/30/2012  | Common Stock | 13,000                     |
| Stock Option                               | \$ 30.67   |                                      |  |                                |   | 12/01/2009 <sup>(2)</sup>                                | 12/01/2013  | Common Stock | 13,000                     |
| Stock Option                               | \$ 23.09   |                                      |  |                                |   | 12/01/2010 <sup>(3)</sup>                                | 12/01/2014  | Common Stock | 30,000                     |
| Stock Option                               | \$ 24.49   |                                      |  |                                |   | 12/01/2011 <sup>(4)</sup>                                | 12/01/2015  | Common Stock | 30,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| WITTKOWSKE JOHN<br>333 W. ESTABROOK BOULEVARD<br>MILWAUKEE, WI US 53212 |               |           | Senior VP and CFO |       |

## Signatures

/s/ John  
Wittkowske 05/23/2012

\*\*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) 25% per year for 4 years beginning 11/30/2008
- (2) 25% per year for 4 years beginning 12/01/2009
- (3) 25% per year for 4 years beginning 12/01/2010
- (4) 25% per year for 4 years beginning 12/01/2011
- (5) 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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