

WEYCO GROUP INC
Form 4
March 11, 2015

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)
03/10/2015

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	03/10/2015		M		19,958	A	\$ 18.03
Common Stock	03/10/2015		S		15,435	D	\$ 28.25
Common Stock							350,162
Common Stock							550,679
						I	As Trustee of Father's 2012 GRAT
						I	As Trustee of Mother's 2012

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Common Stock				223,660	I	GRAT As Trustee of Father's 2014 GRAT A
Common Stock				234,013	I	As Trustee of Father's 2014 GRAT B
Common Stock				234,013	I	As Trustee of Mother's 2014 GRAT A
Common Stock				239,017	I	As Trustee of Mother's 2014 GRAT B
Common Stock				12,440	I	As Trustee of John Florsheim Family Trust
Common Stock				41,184	I	By Wife
Common Stock				218,772	I	As Trustee for Children

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

									of Shares
Stock Option	\$ 18.03	03/10/2015		M	19,958	12/26/2005	04/26/2015	Common Stock	19,958
Stock Option	\$ 24.49					12/01/2011 ⁽¹⁾	12/01/2015	Common Stock	30,000
Stock Option	\$ 24.21					12/01/2012 ⁽²⁾	12/01/2017	Common Stock	32,500
Stock Option	\$ 23.53					12/01/2013 ⁽³⁾	12/01/2018	Common Stock	32,500
Stock Option	\$ 28.5					12/02/2014 ⁽⁴⁾	12/02/2019	Common Stock	40,000
Stock Option	\$ 27.04					08/26/2015 ⁽⁵⁾	08/26/2020	Common Stock	40,000

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. 03/11/2015

__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 12/1/2011

(2) 25% per year for 4 years beginning 12/1/2012

(3) 25% per year for 4 years beginning 12/1/2013

(4) 25% per year for 4 years beginning 12/2/2014

(5) 25% per year for 4 years beginning 8/26/2015

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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