

WEYCO GROUP INC

Form 4

September 25, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GROSSMAN PETER S

(Last) (First) (Middle)

**333 W. ESTABROOK
BOULEVARD**

(Street)

GLENDAL, WI 53212

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/22/2008

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) below)

Senior Vice President

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	09/22/2008		M		3,000	A \$ 12.04	6,800	D	
Common Stock	09/22/2008		M		5,000	A \$ 16.79	11,800	D	
Common Stock	09/23/2008		S		1,489	D \$ 34.03	10,311	D	
Common Stock	09/24/2008		S		5,250	D \$ 33.88	5,061	D	
Common Stock	09/25/2008		S		1,261	D \$ 33.58	3,800	D	

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Common Stock 22,100 I Jointly

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 (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	09/22/2008		M	3,000	01/22/2003 07/22/2012	Common Stock 3,000
Stock Option	\$ 16.79	09/22/2008		M	5,000	11/19/2003 05/19/2013	Common Stock 18,000
Stock Option	\$ 18.03					12/26/2005 04/26/2015	Common Stock 12,500
Stock Option	\$ 27.38					11/30/2008 ⁽¹⁾ 11/30/2014	Common Stock 6,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GROSSMAN PETER S 333 W. ESTABROOK BOULEVARD GLENDALE, WI 53212	Senior Vice President

Signatures

/s/Peter S. Grossman 09/25/2008

**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 four years beginning 11/30/2008

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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