

WEYCO GROUP INC
Form 4
February 25, 2016

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

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)
02/24/2016

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

GLENDALE, WI 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|------------------------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 02/24/2016 | | J ⁽⁵⁾ | | 69,050 | D | \$ 0 | 333,009 | I | As Trustee of Mother's 2012 GRAT |
| Common Stock | 02/24/2016 | | J ⁽⁵⁾ | | 33,330 | D | \$ 0 | 119,044 | I | As Trustee of Father's 2014 GRAT A |
| Common Stock | 02/24/2016 | | J ⁽⁵⁾ | | 19,580 | D | \$ 0 | 173,274 | I | As Trustee of Father's 2014 GRAT B |

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| | | | | | | | | | |
|--------------|------------|--|------------------|--------|---|------|---------|---|---|
| Common Stock | 02/24/2016 | | J ⁽⁵⁾ | 19,580 | D | \$ 0 | 173,274 | I | As Trustee of Mother's 2014 GRAT A |
| Common Stock | 02/24/2016 | | J ⁽⁵⁾ | 12,825 | D | \$ 0 | 200,002 | I | As Trustee of Mother's 2014 GRAT B |
| Common Stock | | | | | | | 400,000 | I | As Trustee of Father's 2015 GRAT |
| Common Stock | | | | | | | 400,000 | I | As Trustee of Mother's 2015 GRAT |
| Common Stock | | | | | | | 12,440 | I | As Trustee of John Florsheim Family Trust |
| Common Stock | | | | | | | 222,360 | I | As Trustee for Children |
| Common Stock | | | | | | | 42,253 | I | By Wife |
| Common Stock | | | | | | | 574,388 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 8. De Se (In |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|

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| | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------|----------|------|------------------|---------------------------|------------|----------------------------|
| | | Code | V | (A) | (D) | |
| Stock Option | \$ 24.21 | | | 12/01/2012 ⁽¹⁾ | 12/01/2017 | Common Stock 32,500 |
| Stock Option | \$ 23.53 | | | 12/01/2013 ⁽²⁾ | 12/01/2018 | Common Stock 32,500 |
| Stock Option | \$ 28.5 | | | 12/02/2014 ⁽³⁾ | 12/02/2019 | Common Stock 40,000 |
| Stock Option | \$ 27.04 | | | 08/26/2015 ⁽⁴⁾ | 08/26/2020 | Common Stock 40,000 |
| Stock Option | \$ 25.64 | | | 08/25/2016 ⁽⁶⁾ | 08/25/2021 | Common Stock 32,000 |

Reporting Owners

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

Signatures

/s/ Thomas W.
Florsheim, Jr. 02/25/2016

__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 12/01/2012
- (2) 25% per year for 4 years beginning 12/01/2013
- (3) 25% per year for 4 years beginning 12/02/2014
- (4) 25% per year for 4 years beginning 08/26/2015
- (5) Shares transferred to Thomas W. Florsheim's (Father) Revocable Trust according to terms of GRAT of which reporting person is Trustee
- (6) 25% per year for 4 years beginning 08/25/2016

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.