

WEYCO GROUP INC
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 *
FLORSHEIM JOHN W

(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)
05/04/2012

4. If Amendment, Date Original Filed (Month/Day/Year)
05/22/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and COO

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 or Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|----------------------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 05/21/2012 | | <u>J(1)</u> | | 18,660 | A | \$ 0 | 403,029 | D | |
| Common Stock | 05/21/2012 | | <u>J(1)</u> | | 17,025 | A | \$ 0 | 60,315 | I | By Wife |
| Common Stock | 05/21/2012 | | <u>J(1)</u> | | 18,660 | D | \$ 0 | 0 | I | As Trustee of 2010 GRAT for self |
| Common Stock | 05/21/2012 | | <u>J(1)</u> | | 17,025 | D | \$ 0 | 0 | I | By Wife as Trustee |

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| Common Stock | 05/04/2012 | | J ⁽⁸⁾ | 100,000 | D | \$ 0 | 303,029 | D | of Her 2020 GRAT |
|--------------|------------|--|------------------|---------|---|----------|---------|---|----------------------------------|
| Common Stock | 05/04/2012 | | J ⁽⁷⁾ | 100,000 | A | \$ 0 | 100,000 | I | As Trustee of 2012 GRAT for self |
| Common Stock | 05/22/2012 | | M | 29,948 | A | \$ 10.24 | 332,977 | D | |
| Common Stock | 05/22/2012 | | S | 20,828 | D | \$ 23.12 | 312,149 | D | |
| Common Stock | | | | | | | 203,025 | I | By self as Trustee for Children |

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.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 24.21 | | | | | 12/01/2012 ⁽⁶⁾ | 12/01/2017 | Common Stock | 32,500 |
| Stock Option | \$ 18.03 | | | | | 12/26/2005 | 04/26/2015 | Common Stock | 19,950 |
| Stock Option | \$ 16.79 | | | | | 11/19/2003 | 05/19/2013 | Common Stock | 32,080 |
| | \$ 12.04 | 05/22/2012 | | M | 29,948 | 01/22/2003 | 07/22/2012 | | 29,940 |

| Option Type | Exercise Price | Grant Date | Expiration Date | Underlying Instrument | Quantity |
|--------------|----------------|---------------------------|-----------------|-----------------------|----------|
| Stock Option | \$ 27.38 | 11/30/2008 ⁽²⁾ | 11/30/2012 | Common Stock | 9,680 |
| Stock Option | \$ 30.12 | 11/30/2008 ⁽²⁾ | 11/30/2012 | Common Stock | 3,320 |
| Stock Option | \$ 30.67 | 12/01/2009 ⁽³⁾ | 12/01/2013 | Common Stock | 13,000 |
| Stock Option | \$ 23.09 | 12/01/2010 ⁽⁴⁾ | 12/01/2014 | Common Stock | 30,000 |
| Stock Option | \$ 24.49 | 12/01/2011 ⁽⁵⁾ | 12/01/2015 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FLORSHEIM JOHN W 333 W. ESTABROOK BOULEVARD GLENDALE, WI US 53212 | X | | President and COO | |

Signatures

/s/John W. Florsheim 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) Expiration of GRAT
- (2) 25% per year for 4 years beginning 11/30/2008
- (3) 25% per year for 4 years beginning 12/01/2009
- (4) 25% per year for 4 years beginning 12/01/2010
- (5) 25% per year for 4 years beginning 12/01/2011
- (6) 25% per year for 4 years beginning 12/01/2012
- (7) Received as Trustee of GRAT
- (8) Transferred to GRAT for self

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.