#### WEYCO GROUP INC

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

Form 4

August 10, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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Estimated average burden hours per

**OMB APPROVAL** 

response...

**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

1(b).

(Print or Type Responses)

1. Name and Ad FLORSHEIM	^	orting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			WEYCO GROUP INC [WEYS]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
333 W. ESTABROOK BOULEVARD			(Month/Day/Year) 08/07/2009	_X_ Director 10% Owner _X_ Officer (give title Other (specify below)  President and COO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec			
GLENDALE	, WI US 53	3212	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	anired Disposed of or Reneficially Owne			

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)			))	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	08/07/2009		G	4,373	D	\$0	289,128	D	
Common Stock							46,135	I	By Wife
Common Stock							12,332	I	As Trustee of GRAT for Self
Common Stock							11,009	I	By Wife as Trystee of her GRAT
							83,753	I	

Common	By Self as
Stock	Trustee of
	Children

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

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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. Transactic Code (Instr. 8)	5. oriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and	Securities	8 II S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 19.83					12/26/2005	04/26/2010	Common Stock	5,042	
Stock Option	\$ 18.03					12/26/2005	04/26/2015	Common Stock	19,958	
Stock Option	\$ 16.79					11/19/2003	05/19/2013	Common Stock	32,088	
Stock Option	\$ 12.04					01/22/2003	07/22/2012	Common Stock	29,948	
Stock Option	\$ 7.84					03/07/2002	09/07/2011	Common Stock	25,896	
Stock Option	\$ 8.5					05/05/2001	11/02/2010	Common Stock	19,306	
Stock Option	\$ 27.38					11/30/2008(1)	11/30/2012	Common Stock	9,680	
Stock Option	\$ 30.12					11/30/2008(1)	11/30/2012	Common Stock	3,320	
Stock Option	\$ 30.67					12/01/2009(2)	12/01/2013	Common Stock	13,000	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FLORSHEIM JOHN W

333 W. ESTABROOK BOULEVARD X President and COO GLENDALE, WI US 53212

**Signatures** 

\*\*Signature of Date
Reporting Person

# **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

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.

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