

WEYCO GROUP INC  
Form 4  
September 24, 2014

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
09/23/2014

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

GLENDALE, WI US 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 09/23/2014                           |  | J                              | 250,000 A   | \$ 0 250,000  | I  | As Trustee of Father's 2014 GRAT A                    |
| Common Stock                    | 09/23/2014                           |  | J                              | 250,000 A   | \$ 0 250,000  | I  | As Trustee of Father's 2014 GRAT B                    |
| Common Stock                    | 09/23/2014                           |  | J                              | 250,000 A   | \$ 0 250,000  | I  | As Trustee of Mother's 2014 GRAT A                    |

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|              |            |  |   |         |   |      |         |   |   |
|--------------|------------|--|---|---------|---|------|---------|---|---|
| Common Stock | 09/23/2014 |  | J | 250,000 | A | \$ 0 | 250,000 | I | As Trustee of Mother's 2014 GRAT B        |
| Common Stock |            |  |   |         |   |      | 534,629 | D |   |
| Common Stock |            |  |   |         |   |      | 40,134  | I | By Wife                                   |
| Common Stock |            |  |   |         |   |      | 213,936 | I | As Trustee for Children                   |
| Common Stock |            |  |   |         |   |      | 501,441 | I | As Trustee of Father's 2012 GRAT          |
| Common Stock |            |  |   |         |   |      | 651,790 | I | As Trustee of Mother's 2012 GRAT          |
| Common Stock |            |  |   |         |   |      | 12,440  | I | As Trustee of John Florsheim Family Trust |

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. 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. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |

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|              |          |                           |            |              |        |
|--------------|----------|---------------------------|------------|--------------|--------|
| Stock Option | \$ 18.03 | 12/26/2005                | 04/26/2015 | Common Stock | 19,958 |
| Stock Option | \$ 23.09 | 12/01/2010 <sup>(1)</sup> | 12/01/2014 | Common Stock | 30,000 |
| Stock Option | \$ 24.49 | 12/01/2011 <sup>(2)</sup> | 12/01/2015 | Common Stock | 30,000 |
| Stock Option | \$ 24.21 | 12/01/2012 <sup>(3)</sup> | 12/01/2017 | Common Stock | 32,500 |
| Stock Option | \$ 23.53 | 12/01/2013 <sup>(4)</sup> | 12/01/2018 | Common Stock | 32,500 |
| Stock Option | \$ 28.5  | 12/02/2014 <sup>(5)</sup> | 12/02/2019 | Common Stock | 40,000 |
| Stock Option | \$ 27.04 | 08/26/2015 <sup>(6)</sup> | 08/26/2020 | Common Stock | 40,000 |

## Reporting Owners

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

## Signatures

/s/ Thomas W.  
Florsheim Jr. 09/24/2014

\_\_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 12/1/2010
- (2) 25% per year for 4 years beginning 12/1/2011
- (3) 25% per year for 4 years beginning 12/1/2012
- (4) 25% per year for 4 years beginning 12/1/2013
- (5) 25% per year for 4 years beginning 12/2/2014
- (6) 25% per year for 4 years beginning 8/26/2015

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