

Cohen Craig P
Form 4
August 16, 2012

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

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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 *
Cohen Craig P

2. Issuer Name and Ticker or Trading Symbol
LACROSSE FOOTWEAR INC
[BOOT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

LACROSSE FOOTWEAR,
INC., 17634 NE AIRPORT WAY

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP of Sales, Wholesale

(Street)

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

PORTLAND, OR 97230

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of Derivative | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. |
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|--|----|
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|--|----|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | (Instr. 3 and 4) | | |
|--------------------------------------|--|----------------------|-----------------|---|------------------|-----------------|------------------|----------------------------|-------|
| | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Employee Stock Option (right to buy) | \$ 7.7 | 08/16/2012 | D | | 2,000 | <u>(1)</u> | 01/02/2014 | Common Stock | 2,000 |
| Employee Stock Option (right to buy) | \$ 10.83 | 08/16/2012 | D | | 2,500 | <u>(2)</u> | 01/03/2015 | Common Stock | 2,500 |
| Employee Stock Option (right to buy) | \$ 12.15 | 08/16/2012 | D | | 2,000 | <u>(3)</u> | 04/19/2015 | Common Stock | 2,000 |
| Employee Stock Option (right to buy) | \$ 10.6 | 08/16/2012 | D | | 2,000 | <u>(4)</u> | 01/02/2016 | Common Stock | 2,000 |
| Employee Stock Option (right to buy) | \$ 12.92 | 08/16/2012 | D | | 2,500 | <u>(5)</u> | 09/01/2016 | Common Stock | 2,500 |
| Employee Stock Option (right to buy) | \$ 13.27 | 08/16/2012 | D | | 3,000 | <u>(6)</u> | 01/02/2017 | Common Stock | 3,000 |
| Employee Stock Option (right to buy) | \$ 17.61 | 08/16/2012 | D | | 3,000 | <u>(7)</u> | 01/02/2018 | Common Stock | 3,000 |
| | \$ 15 | 08/16/2012 | D | | 3,000 | <u>(8)</u> | 07/01/2018 | | 3,000 |

| Employee Stock Option (right to buy) | | | | | | | | Common Stock | |
|--|----------|------------|---|-------|------|------------|-----------------|-----------------|--|
| Employee Stock Option (right to buy) | \$ 12 | 08/16/2012 | D | 2,500 | (9) | 01/02/2019 | Common Stock | 2,500 | |
| Employee Stock Option (right to buy) | \$ 13.02 | 08/16/2012 | D | 2,500 | (10) | 01/04/2020 | Common Stock | 2,500 | |
| Employee Stock Option (right to buy) | \$ 16.73 | 08/16/2012 | D | 4,000 | (11) | 01/03/2021 | Common Stock | 4,000 | |
| Employee Stock Option | \$ 12.8 | 08/16/2012 | D | 4,000 | (12) | 01/03/2022 | Common Stock | 4,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cohen Craig P LACROSSE FOOTWEAR, INC. 17634 NE AIRPORT WAY PORTLAND, OR 97230 | | | VP of Sales, Wholesale | |

Signatures

/s/ Craig P.
Cohen

08/16/2012

**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) The option, which provided for vesting in five equal annual installments beginning on January 2, 2004, was cancelled pursuant to a merger agreement between the issuer, ABC-MART, INC., a corporation formed under the laws of Japan, and XYZ Merger Sub, Inc., a Wisconsin corporation, dated as of July 5, 2012 (the "merger agreement"), and converted into the right to receive cash in the amount of \$24,600.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the merger (\$20.00).

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- (2) The option, which provided for vesting in five equal annual installments beginning on January 3, 2005, was cancelled pursuant to the merger agreement and converted into the right to receive cash in the amount of \$22,925.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the merger (\$20.00).
- (3) The option, which provided for vesting in five equal annual installments beginning on April 19, 2005, was cancelled pursuant to the merger agreement and converted into the right to receive cash in the amount of \$15,700.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the merger (\$20.00).
- (4) The option, which provided for vesting in four equal annual installments beginning on January 2, 2006, was cancelled pursuant to the merger agreement and converted into the right to receive cash in the amount of \$18,800.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the merger (\$20.00).
- (5) The option, which provided for vesting in four equal annual installments beginning on September 1, 2006, was cancelled pursuant to the merger agreement and converted into the right to receive cash in the amount of \$17,700.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the merger (\$20.00).
- (6) The option, which provided for vesting in four equal annual installments beginning on January 2, 2007, was cancelled pursuant to the merger agreement and converted into the right to receive cash in the amount of \$20,190.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the merger (\$20.00).
- (7) The option, which provided for vesting in four equal annual installments beginning on January 2, 2008, was cancelled pursuant to the merger agreement and converted into the right to receive cash in the amount of \$7,170.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the merger (\$20.00).
- (8) The option, which provided for vesting in four equal annual installments beginning on July 1, 2008, was cancelled pursuant to the merger agreement and converted into the right to receive cash in the amount of \$15,000.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the merger (\$20.00).
- (9) The option, which provided for vesting in four equal annual installments beginning on January 2, 2009, fully vested immediately prior to the closing of the merger and was cancelled pursuant to the merger agreement and converted into the right to receive cash in the amount of \$20,000.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the merger (\$20.00).
- (10) The option, which provided for vesting in four equal annual installments beginning on January 4, 2010, fully vested immediately prior to the closing of the merger and was cancelled pursuant to the merger agreement and converted into the right to receive cash in the amount of \$17,450.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the merger (\$20.00).
- (11) The option, which provided for vesting in four equal annual installments beginning on January 3, 2011, fully vested immediately prior to the closing of the merger and was cancelled pursuant to the merger agreement and converted into the right to receive cash in the amount of \$13,080.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the merger (\$20.00).
- (12) The option, which provided for vesting in four equal annual installments beginning on January 3, 2012, fully vested immediately prior to the closing of the merger and was cancelled pursuant to the merger agreement and converted into the right to receive cash in the amount of \$28,800.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the merger (\$20.00).

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.