

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		J ⁽¹⁾		18,660	A	\$ 0	403,029	D	
Common Stock	05/21/2012		J ⁽¹⁾		17,025	A	\$ 0	60,315	I	By Wife
Common Stock	05/21/2012		J ⁽¹⁾		18,660	D	\$ 0	0	I	As Trustee of 2010 GRAT for self
Common Stock	05/21/2012		J ⁽¹⁾		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.

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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)		
				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

