

STRATTON FREDERICK P JR
 Form 4
 August 27, 2018

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 *
 STRATTON FREDERICK P 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)
 10134 N. PORT WASHINGTON
 RO.

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/23/2018

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

(Street)
 MEQUON, WI 53092

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

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 Ownership (Instr. 4)
Common Stock	08/23/2018		A	800 A \$ 0	124,444	D	
Common Stock					30,300	I	Held in Fred and Anne Stratton 2012 Family Trust

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

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(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 (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	\$ 37.22	08/23/2018		A	2,000	08/23/2019 ⁽⁶⁾	08/23/2028	Common Stock	2,000
Stock Option	\$ 28.5					12/02/2014 ⁽¹⁾	12/02/2019	Common Stock	2,000
Stock Option	\$ 27.04					08/26/2015 ⁽²⁾	08/26/2020	Common Stock	4,000
Stock Option	\$ 25.64					08/25/2016 ⁽³⁾	08/25/2021	Common Stock	3,500
Stock Option	\$ 25.51					08/25/2017 ⁽⁴⁾	08/25/2022	Common Stock	3,500
Stock Option	\$ 27.94					08/25/2018 ⁽⁵⁾	08/25/2027	Common Stock	3,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STRATTON FREDERICK P JR
10134 N. PORT WASHINGTON RO. X
MEQUON, WI 53092

Signatures

/s/Frederick P.
Stratton, Jr. 08/27/2018

**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 12/02/2014

(2) 25% per year for 4 years beginning 08/26/2015

(3) 25% per year for 4 years beginning 08/25/2016

(4) 25% per year for 4 years beginning 08/25/2017

(5) 20% per year for 5 years beginning 08/25/2018

(6) 20% per year for 5 years beginning 08/23/2019

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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