

WEYCO GROUP INC  
Form 4  
March 11, 2015

**FORM 4**

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

OMB APPROVAL

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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 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)  
03/10/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 03/10/2015                           |  | M                              |   | 19,958  | A  | \$ 18.03  |
| Common Stock                    | 03/10/2015                           |  | S                              |   | 15,435  | D  | \$ 28.25  |
| Common Stock                    |                                      |  |                                |   |   |  | 63,547  |
| Common Stock                    |                                      |  |                                |   |   |  | 231,528   |
| Common Stock                    |                                      |  |                                |   |   |  | 200,000   |
|                                 |                                      |  |                                |   |   | I  | By Wife   |
|                                 |                                      |  |                                |   |   | I  | As Trustee for Children                               |
|                                 |                                      |  |                                |   |   | I  | As Trustee of 2014                                    |

|                 |        |              |   |
|-----------------|--------|--------------|---|
| Common<br>Stock | 12,440 | I <u>(1)</u> | GRAT<br><br>John<br>Florsheim<br>Family<br>Trust of<br>which<br>Brother is<br>Trustee |
|-----------------|--------|--------------|---|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |        |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable   | Expiration<br>Date  | Title                               |        |
| Stock<br>Option                                     | \$ 18.03   | 03/10/2015                              |   | M                                    | 19,958   | 12/26/2005   | 04/26/2015  | Common<br>Stock                     | 19,958 |
| Stock<br>Option                                     | \$ 24.49   |   |   |                                      |  | 12/01/2011 <sup>(2)</sup>                                      | 12/01/2015  | Common<br>Stock                     | 30,000 |
| Stock<br>Option                                     | \$ 24.21   |   |   |                                      |  | 12/01/2012 <sup>(3)</sup>                                      | 12/01/2017  | Common<br>Stock                     | 32,500 |
| Stock<br>Option                                     | \$ 23.53   |   |   |                                      |  | 12/01/2013 <sup>(4)</sup>                                      | 12/01/2018  | Common<br>Stock                     | 32,500 |
| Stock<br>Option                                     | \$ 28.5  |   |   |                                      |  | 12/02/2014 <sup>(5)</sup>                                      | 12/02/2019  | Common<br>Stock                     | 40,000 |
| Stock<br>Option                                     | \$ 27.04   |   |   |                                      |  | 08/26/2015 <sup>(6)</sup>                                      | 08/26/2020  | Common<br>Stock                     | 40,000 |

## 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

/s/ John W.  
Florsheim 03/11/2015

\*\*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) For informational purposes only.
- (2) 25% per year for 4 years beginning 12/01/2011
- (3) 25% per year for 4 years beginning 12/01/2012
- (4) 25% per year for 4 years beginning 12/01/2013
- (5) 25% per year for 4 years beginning 12/02/2014
- (6) 25% per year for 4 years beginning 08/26/2015

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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