

FLORSHEIM THOMAS W JR
 Form 4
 March 11, 2013

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 THOMAS W JR

(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)
 03/11/2013

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)
 Chairman and CEO

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	03/11/2013		M	V	32,088	A	\$ 16.79	548,510	D	
Common Stock	03/11/2013		S		26,050	D	\$ 24	522,460	D	
Common Stock								39,183	I	By Wife
Common Stock								209,556	I	As Trustee for Children
								215,569	I	

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Common Stock							As Trustee of Father's 2009 GRAT
Common Stock					215,569	I	As Trustee of Mother's 2009 GRAT
Common Stock					873,700	I	As Trustee of Father's 2012
Common Stock					895,950	I	As trustee of Mother's 2012 GRAT

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	\$ 16.79	03/11/2013		M	32,088	11/19/2003 05/19/2013	Common Stock 32,088
Stock Option	\$ 18.03					12/26/2005 04/26/2015	Common Stock 19,950
Stock Option	\$ 30.67					12/01/2009 ⁽¹⁾ 12/01/2013	Common Stock 13,000
	\$ 23.09					12/01/2010 ⁽²⁾ 12/01/2014	30,000

Stock Option				Common Stock	
Stock Option	\$ 24.49	12/01/2011 ⁽³⁾	12/01/2015	Common Stock	30,000
Stock Option	\$ 24.21	12/01/2012 ⁽⁴⁾	12/01/2017	Common Stock	32,500
Stock Option	\$ 23.53	12/01/2013 ⁽⁵⁾	12/01/2018	Common Stock	32,500

Reporting Owners

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

Signatures

/s/ Thomas W.
Florsheim, Jr. 03/11/2013

**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 12/01/2009
- (2) 25% per year for 4 years beginning 12/01/2010
- (3) 25% per year for 4 years beginning 12/01/2011
- (4) 25% per year for 4 years beginning 12/01/2012
- (5) 25% per year for 4 years beginning 12/01/2013

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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