

WEYCO GROUP INC  
Form 4  
December 29, 2014

**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 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)  
12/23/2014

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	12/23/2014		J <sup>(1)</sup>	26,340 D \$ 0	223,660	I	As Trustee of Father's 2014 GRAT A
Common Stock	12/23/2014		J <sup>(1)</sup>	15,987 D \$ 0	234,013	I	As Trustee of Father's 2014 GRAT B
Common Stock	12/23/2014		J <sup>(1)</sup>	15,987 D \$ 0	234,013	I	As Trustee of Mother's 2014 GRAT A

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Common Stock	12/23/2014		<u>J(1)</u>	10,983	D	\$ 0	239,017	I	As Trustee of Mother's 2014 GRAT B
Common Stock							538,099	D	
Common Stock							432,401	I	As Trustee of Father's 2012 GRAT
Common Stock							606,845	I	As Trustee of Mother's 2012 GRAT
Common Stock							40,134	I	By Wife
Common Stock							213,936	I	As Trustee for Children
Common Stock							12,440	I	As Trustee for John Florsheim Family Trust

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)	8. Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Stock Option	\$ 18.03	12/26/2005	04/26/2015	Common Stock	19,958
Stock Option	\$ 24.49	12/01/2011 <sup>(2)</sup>	12/01/2015	Common Stock	30,000
Stock Option	\$ 24.21	12/01/2012 <sup>(3)</sup>	12/01/2017	Common Stock	32,500
Stock Option	\$ 23.53	12/01/2013 <sup>(4)</sup>	12/01/2018	Common Stock	32,500
Stock Option	\$ 28.5	12/02/2014 <sup>(5)</sup>	12/02/2019	Common Stock	40,000
Stock Option	\$ 27.04	08/26/2015 <sup>(6)</sup>	08/26/2020	Common Stock	40,000

## Reporting Owners

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

## Signatures

/s/ Thomas W. Florsheim, Jr. 12/29/2014

        \*\*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) Shares transferred to Thomas W. Florsheim's (Father) Revocable Trust according to terms of GRAT of which reporting person is Trustee
- (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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