

FLORSHEIM THOMAS W JR
Form 4
August 29, 2006

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

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)
333 W. ESTABROOK BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
08/28/2006

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

Chairman and CEO

(Street)
GLENDALE, WI 53212

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

(City) (State) (Zip)

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)
			Code	V Amount (D) Price			
Common Stock	08/28/2006		J ⁽¹⁾	43,650 D \$ 0 ⁽¹⁾	228,794	I	As trustee of father's GRAT
Common Stock	08/28/2006		J ⁽¹⁾	43,650 D \$ 0 ⁽¹⁾	228,794	I	As trustee of mother's GRAT
Common Stock					329,684	D	
Common Stock					32,078	I	By Wife
					131,848	I	

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Common Stock							As trustee for Children
Class B Common Stock					31,626	D	

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 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. Price or Value of Underlying Securities (Instr. 3 and 4)
Stock Option	\$ 19.83					Date Exercisable: 12/26/2005 Expiration Date: 04/26/2010	Common Stock 5,042	Amount or Number of Shares
Stock Option	\$ 18.03					12/26/2005 04/26/2015	Common Stock 19,958	
Stock Option	\$ 18.47					11/19/2003 05/19/2008	Common Stock 5,412	
Stock Option	\$ 16.79					11/19/2003 05/19/2013	Common Stock 32,088	
Stock Option	\$ 12.04					01/22/2003 07/22/2012	Common Stock 29,948	
Stock Option	\$ 13.24					01/22/2003 07/22/2007	Common Stock 7,552	
Stock Option	\$ 7.84					03/07/2002 09/07/2011	Common Stock 25,896	
Stock Option	\$ 7.25					04/05/2000 10/05/2009	Common Stock 17,462	

Stock Option	\$ 7.34	05/18/1998	01/18/2007	Common Stock	17,604
Stock Option	\$ 8.38	05/05/1999	11/05/2008	Common Stock	19,146
Stock Option	\$ 8.5	05/02/2001	11/02/2010	Common Stock	19,306

Reporting Owners

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

Signatures

/s/ Thomas W.
Florsheim, Jr. 08/29/2006

__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

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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