

Bernsteen Michael  
 Form 4  
 August 17, 2017

**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 \*  
 Bernsteen Michael

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 BLVD.

3. Date of Earliest Transaction (Month/Day/Year)  
 08/17/2017

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

VP, President - Nunn Bush

(Street)

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

GLENDALE, WI 53212

(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 (A) or (D) Price		
Common Stock	08/17/2017			M	4,001 A \$ 23.53	6,851	D
Common Stock	08/17/2017			M	2,500 A \$ 25.64	9,351	D
Common Stock	08/17/2017			S	5,886 D \$ 27.55	3,465	D

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

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SEC 1474 (9-02)

number.

**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	\$ 23.53	08/17/2017		M	4,001	12/01/2013 <sup>(1)</sup>	12/01/2018	Common Stock	4,001
Stock Option	\$ 25.64	08/17/2017		M	2,500	08/25/2016 <sup>(4)</sup>	08/25/2021	Common Stock	10,000
Stock Option	\$ 28.5					12/02/2014 <sup>(2)</sup>	12/02/2019	Common Stock	10,000
Stock Option	\$ 27.04					08/26/2015 <sup>(3)</sup>	08/26/2020	Common Stock	10,000
Stock Option	\$ 25.51					08/25/2017 <sup>(5)</sup>	08/25/2022	Common Stock	8,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bernstein Michael 333 W. ESTABROOK BLVD. GLENDALE, WI 53212			VP, President - Nunn Bush	

## Signatures

/s/Michael  
Bernstein 08/17/2017

\_\_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 12/01/2013

(2) 25% per year for 4 years beginning 12/02/2014

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- (3) 25% per year for 4 years beginning 08/26/2015
- (4) 25% per year for 4 years beginning 08/25/2016
- (5) 25% per year for 4 years beginning 08/25/2017

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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