

FLORSHEIM THOMAS W JR
 Form 4
 May 23, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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)
 05/22/2012

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/22/2012		M	29,948 A \$ 12.04	536,019	D	
Common Stock	05/22/2012		S	20,828 D \$ 23.12	515,191	D	
Common Stock					37,952	I	By Wife
Common Stock					203,025	I	As trustee for children
Common Stock					292,347	I	As trustee of father's

Common Stock	292,347	I	GRAT As trustee of Mother's GRAT
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 12.04	05/22/2012		M	29,948	01/22/2003 07/22/2012	Common Stock 29,948
Stock Option	\$ 24.21					12/01/2012 ⁽⁵⁾ 12/01/2017	Common Stock 32,500
Stock Option	\$ 18.03					12/26/2005 04/26/2015	Common Stock 19,958
Stock Option	\$ 16.79					11/19/2003 05/19/2013	Common Stock 32,088
Stock Option	\$ 27.38					11/30/2008 ⁽¹⁾ 11/30/2012	Common Stock 9,680
Stock Option	\$ 30.12					11/30/2008 ⁽¹⁾ 11/30/2012	Common Stock 3,320
Stock Option	\$ 30.67					12/01/2009 ⁽²⁾ 12/01/2013	Common Stock 13,000
Stock Option	\$ 23.09					12/01/2010 ⁽³⁾ 12/01/2014	Common Stock 30,000
Stock Option	\$ 24.49					12/01/2011 ⁽⁴⁾ 12/01/2015	Common Stock 30,000

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	

Signatures

/s/ Thomas W.
Florsheim, Jr. 05/23/2012

**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 11/30/2008
- (2) 25% per year for 4 years beginning 12/01/2009
- (3) 25% per year for 4 years beginning 12/01/2010
- (4) 25% per year for 4 years beginning 12/01/2011
- (5) 25% per year for 4 years beginning 12/01/2012

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.