

WEYCO GROUP INC
Form 4
June 06, 2006

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 JOHN W

(Last) (First) (Middle)
333 W. ESTABROOK BOULEVARD
(Street)

GLENDALE, WI 53212

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WEYCO GROUP INC [WEYS]

3. Date of Earliest Transaction (Month/Day/Year)
06/05/2006

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)
President and COO

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 or Price | | |
| Common Stock | 06/05/2006 | | M | | 45,000 A \$ 4.53 | 276,906 | D |
| Common Stock | 06/05/2006 | | S | | 27,500 D \$ 20.76 | 249,406 | D |
| Common Stock | 06/06/2006 | | M | | 11,604 A \$ 8.62 | 261,010 | D |
| Common Stock | | | | | | 32,078 | I By Wife |
| Common Stock | | | | | | 72,074 | I By self as trustee for children |

Class B
Common
Stock

30,798 D

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Stock Option | \$ 4.53 | 06/05/2006 | | M | | 45,000 | 06/06/1997 | 12/06/2006 | Common Stock | 45,000 |
| Stock Option | \$ 8.62 | 06/06/2006 | | M | | 11,604 | 03/07/2002 | 09/07/2006 | Common Stock | 11,604 |
| Stock Option | \$ 19.83 | | | | | | 12/26/2005 | 04/26/2010 | Common Stock | 5,000 |
| Stock Option | \$ 18.03 | | | | | | 12/26/2005 | 04/26/2015 | Common Stock | 19,900 |
| Stock Option | \$ 18.47 | | | | | | 11/19/2003 | 05/19/2008 | Common Stock | 5,400 |
| Stock Option | \$ 16.79 | | | | | | 11/19/2003 | 05/19/2013 | Common Stock | 32,000 |
| Stock Option | \$ 12.04 | | | | | | 01/22/2003 | 07/22/2012 | Common Stock | 29,900 |
| Stock Option | \$ 13.24 | | | | | | 01/22/2003 | 07/22/2007 | Common Stock | 7,500 |
| Stock Option | \$ 7.84 | | | | | | 03/07/2002 | 09/07/2011 | Common Stock | 25,800 |
| Stock Option | \$ 7.25 | | | | | | 04/05/2000 | 10/05/2009 | Common Stock | 17,400 |
| Stock Option | \$ 7.34 | | | | | | 05/05/1999 | 11/18/2007 | Common Stock | 17,600 |
| | \$ 8.38 | | | | | | 05/05/1999 | 11/05/2008 | | 19,100 |

Stock
Option

Common
Stock

Stock
Option \$ 8.5

05/02/2001 11/02/2010

Common
Stock 19,3

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FLORSHEIM JOHN W 333 W. ESTABROOK BOULEVARD GLENDALE, WI 53212 | X | | President and COO | |

Signatures

/s/John W.
Florsheim 06/06/2006

 Date
**Signature of Reporting Person

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).

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