

FLORSHEIM THOMAS W JR
Form 4
May 24, 2007

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 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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2007

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/22/2007 | | M | | 17,604 A \$ 7.34 | 354,991 | D |
| Common Stock | 05/22/2007 | | S | | 13,470 D \$ 25.82 | 341,521 | D |
| Common Stock | 05/22/2007 | | M | | 7,552 A \$ 13.24 | 349,073 | D |
| Common Stock | | | | | | 33,081 | I By wife |
| Common Stock | | | | | | 135,331 | I As trustee for children |

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| | | | |
|----------------------|---------|---|-----------------------------|
| Common Stock | 228,794 | I | As trustee of father's GRAT |
| Common Stock | 228,794 | I | As trustee of mother's GRAT |
| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 7.34 | 05/22/2007 | | M | 17,604 | 05/18/1998 | 11/18/2007 | Common Stock | 17,604 |
| Stock Option | \$ 13.24 | 05/22/2007 | | M | 7,552 | 01/22/2003 | 07/22/2007 | Common Stock | 7,552 |
| Stock Option | \$ 19.83 | | | | | 12/26/2005 | 04/26/2010 | Common Stock | 5,042 |
| 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 |
| | \$ 7.84 | | | | | 03/07/2002 | 09/07/2011 | | 25,896 |

| Stock Option | | | | Common Stock | |
|--------------|---------|------------|------------|--------------|--------|
| Stock Option | \$ 7.25 | 04/05/2000 | 10/05/2009 | Common Stock | 17,462 |
| 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. 05/24/2007

 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).

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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