

WEYCO GROUP INC  
Form 4  
February 25, 2016

**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

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)  
02/24/2016

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

(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

**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                    | 02/24/2016                           |  | J <sup>(3)</sup>               |   | 69,050  | D  | \$ 0 333,009  | I <sup>(1)</sup> | 2012 GRAT for Wife of which Son is Trustee   |
| Common Stock                    | 02/24/2016                           |  | J <sup>(2)</sup>               |   | 33,330  | D  | \$ 0 119,044  | I <sup>(1)</sup> | 2014 GRAT A for Self of which Son is Trustee |
| Common Stock                    | 02/24/2016                           |  | J <sup>(2)</sup>               |   | 19,580  | D  | \$ 0 173,274  | I <sup>(1)</sup> | 2014 GRAT B                                  |

|              |            |  |                     |         |   |      |         |                  |   |
|--------------|------------|--|---------------------|---------|---|------|---------|------------------|---|
| Common Stock | 02/24/2016 |  | J <sup>(3)</sup>    | 19,580  | D | \$ 0 | 173,274 | I <sup>(1)</sup> | for Self of which Son is Trustee<br>2014<br>GRAT A for Wife of which Son is Trustee |
| Common Stock | 02/24/2016 |  | J <sup>(3)</sup>    | 12,825  | D | \$ 0 | 200,002 | I <sup>(1)</sup> | 2014<br>GRAT B for Wife of which Son is Trustee                                     |
| Common Stock | 02/24/2016 |  | J <sup>(2)(3)</sup> | 154,365 | A | \$ 0 | 230,751 | I                | Held in Revocable Trust   |
| Common Stock |            |  |                     |         |   |      | 400,000 | I <sup>(1)</sup> | 2015<br>GRAT for Self of which Son is Trustee                                       |
| Common Stock |            |  |                     |         |   |      | 400,000 | I <sup>(1)</sup> | 2015<br>GRAT for Wife of which Son is Trustee                                       |
| Common Stock |            |  |                     |         |   |      | 77,688  | I                | By Wife   |
| Common Stock |            |  |                     |         |   |      | 2,500   | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. De |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|

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of (D)  
(Instr. 3,  
4, and 5)

|              | Code | V | (A) | (D) | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares |
|--------------|------|---|-----|-----|---------------------------|-----------------|--------------|----------------------------|
| Stock Option |      |   |     |     | 12/01/2012 <sup>(4)</sup> | 12/01/2017      | Common Stock | 1,500                      |
| Stock Option |      |   |     |     | 12/01/2013 <sup>(5)</sup> | 12/01/2018      | Common Stock | 1,500                      |
| Stock Option |      |   |     |     | 12/02/2014 <sup>(6)</sup> | 12/02/2019      | Common Stock | 2,000                      |
| Stock Option |      |   |     |     | 08/26/2015 <sup>(7)</sup> | 08/26/2020      | Common Stock | 4,000                      |
| Stock Option |      |   |     |     | 08/25/2016 <sup>(8)</sup> | 08/25/2021      | Common Stock | 3,500                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| FLORSHEIM THOMAS W<br>333 W. ESTABROOK BOULEVARD<br>GLENDALE, WI 53212 |               | X         |         |       |

## Signatures

/s/ Thomas W.  
Florsheim, Sr. 02/25/2016

\*\*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) For informational purposes only
- (2) Shares transferred according to terms of GRAT for Self of which Thomas W. Florsheim, Jr. (Son) is Trustee
- (3) Shares transferred according to terms of GRAT for Wife of which Thomas W. Florsheim, Jr. (Son) is Trustee
- (4) 25% per year for 4 years beginning 12/01/2012
- (5) 25% per year for 4 years beginning 12/01/2013
- (6) 25% per year for 4 years beginning 12/02/2014
- (7) 25% per year for 4 years beginning 08/26/2015
- (8) 25% per year for 4 years beginning 08/25/2016

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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