

WEYCO GROUP INC  
Form 4/A  
May 23, 2012

**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 JOHN W**

(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)  
**05/04/2012**

4. If Amendment, Date Original Filed (Month/Day/Year)  
**05/22/2012**

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 or Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	05/21/2012		J(1)		18,660	A	\$ 0	403,029	D	
Common Stock	05/21/2012		J(1)		17,025	A	\$ 0	60,315	I	By Wife
Common Stock	05/21/2012		J(1)		18,660	D	\$ 0	0	I	As Trustee of 2010 GRAT for self
Common Stock	05/21/2012		J(1)		17,025	D	\$ 0	0	I	By Wife as Trustee

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Common Stock	05/04/2012		J <sup>(8)</sup>	100,000	D	\$ 0	303,029	D	of Her 2020 GRAT
Common Stock	05/04/2012		J <sup>(7)</sup>	100,000	A	\$ 0	100,000	I	As Trustee of 2012 GRAT for self
Common Stock	05/22/2012		M	29,948	A	\$ 10.24	332,977	D	
Common Stock	05/22/2012		S	20,828	D	\$ 23.12	312,149	D	
Common Stock							203,025	I	By self as Trustee for Children

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 24.21					12/01/2012 <sup>(6)</sup>	12/01/2017	Common Stock	32,500
Stock Option	\$ 18.03					12/26/2005	04/26/2015	Common Stock	19,950
Stock Option	\$ 16.79					11/19/2003	05/19/2013	Common Stock	32,080
	\$ 12.04	05/22/2012		M	29,948	01/22/2003	07/22/2012		29,940

Stock Option				Common Stock	
Stock Option	\$ 27.38	11/30/2008 <sup>(2)</sup>	11/30/2012	Common Stock	9,680
Stock Option	\$ 30.12	11/30/2008 <sup>(2)</sup>	11/30/2012	Common Stock	3,320
Stock Option	\$ 30.67	12/01/2009 <sup>(3)</sup>	12/01/2013	Common Stock	13,000
Stock Option	\$ 23.09	12/01/2010 <sup>(4)</sup>	12/01/2014	Common Stock	30,000
Stock Option	\$ 24.49	12/01/2011 <sup>(5)</sup>	12/01/2015	Common Stock	30,000

## Reporting Owners

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

## Signatures

/s/John W. Florsheim 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) Expiration of GRAT
- (2) 25% per year for 4 years beginning 11/30/2008
- (3) 25% per year for 4 years beginning 12/01/2009
- (4) 25% per year for 4 years beginning 12/01/2010
- (5) 25% per year for 4 years beginning 12/01/2011
- (6) 25% per year for 4 years beginning 12/01/2012
- (7) Received as Trustee of GRAT
- (8) Transferred to GRAT for self

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.