

FLORSHEIM THOMAS W JR
Form 4
June 22, 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 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)
06/21/2006

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	06/21/2006		M		45,000 A \$ 4.53	346,330	D
Common Stock	06/21/2006		S		28,250 D \$ 21.64	318,080	D
Common Stock	06/22/2006		M		11,604 A \$ 8.62	329,684	D
Common Stock						32,078	I By Wife
Common Stock						131,848	I As trustee for children

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Common Stock	272,444	I	As trustee of father's GRAT
Common Stock	272,444	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)	Amount or Number of Shares
					V	(A) (D)	Date Exercisable	Expiration Date		
Stock Option	\$ 4.53	06/21/2006		M		45,000	06/06/1997	12/06/2006	Common Stock	45,000
Stock Option	\$ 8.62	06/22/2006		M		11,604	06/07/2002	09/07/2006	Common Stock	11,604
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
	\$ 13.24						01/22/2003	07/22/2007		7,552

Stock Option					Common Stock	
Stock Option	\$ 7.84	03/07/2002	09/07/2011		Common Stock	25,896
Stock Option	\$ 7.25	04/05/2000	10/05/2009		Common Stock	17,462
Stock Option	\$ 7.34	05/18/1998	01/18/2007		Common Stock	17,604
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. 06/22/2006

**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. 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.