

WITTKOWSKE JOHN
Form 4
May 24, 2011

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 *
WITTKOWSKE JOHN

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

MILWAUKEE, 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)
05/23/2011

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)
Senior VP and CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 05/23/2011 | | M | 37,500 A | \$ 7.84 | 66,725 D | |

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)

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| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 7.84 | 05/23/2011 | | M | 37,500 | 06/07/2002 09/07/2011 | Common Stock | 37,500 |
| Stock Option | \$ 18.03 | | | | | 12/26/2005 04/26/2015 | Common Stock | 25,000 |
| Stock Option | \$ 16.79 | | | | | 11/19/2003 05/19/2013 | Common Stock | 37,500 |
| Stock Option | \$ 12.04 | | | | | 01/22/2003 07/22/2012 | Common Stock | 37,500 |
| Stock Option | \$ 27.38 | | | | | 11/30/2008 ⁽¹⁾ 11/30/2013 | Common Stock | 13,000 |
| Stock Option | \$ 30.67 | | | | | 12/01/2009 ⁽²⁾ 12/01/2013 | Common Stock | 13,000 |
| Stock Option | \$ 23.09 | | | | | 12/01/2010 ⁽³⁾ 12/01/2014 | Common Stock | 30,000 |
| Stock Option | \$ 24.49 | | | | | 12/01/2011 ⁽⁴⁾ 12/01/2015 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WITTKOWSKE JOHN 333 W. ESTABROOK BOULEVARD MILWAUKEE, WI US 53212 | | | Senior VP and CFO | |

Signatures

/s/ John Wittkowske 05/24/2011

**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).

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- (1) 25% per year for 4 years beginning 11/30/08
- (2) 25% per year for 4 years beginning 12/01/09
- (3) 25% per year for 4 years beginning 12/01/10
- (4) 25% per year for 4 years beginning 12/01/11

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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