

WEYCO GROUP INC  
Form 4  
December 12, 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

(Last) (First) (Middle)

333 W. ESTABROOK BOULEVARD

(Street)

GLENDALE, WI 53212

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
WEYCO GROUP INC [WEYS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/09/2016

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)

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) |                  |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |                  |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |                  |  |
| Common Stock                    | 12/09/2016                           |  | J <sup>(1)(2)</sup>            | 80,800  | A   | \$ 0   | 401,031   | I                | Held in Revocable Trust                    |
| Common Stock                    | 12/09/2016                           |  | J <sup>(1)</sup>               | 40,400  | D   | \$ 0   | 228,760   | I <sup>(3)</sup> | 2015 GRAT for Self of which Son is Trustee |
| Common Stock                    | 12/09/2016                           |  | J <sup>(2)</sup>               | 40,400  | D   | \$ 0   | 228,760   | I <sup>(3)</sup> | 2015 GRAT for Wife of which Son            |

|              |  |  |  |         |                  |  |
|--------------|--|--|--|---------|------------------|--|
| Common Stock |  |  |  | 114,843 | I <sup>(3)</sup> | is Trustee<br>2014<br>GRAT A<br>for Wife of<br>which Son<br>is Trustee |
| Common Stock |  |  |  | 114,843 | I <sup>(3)</sup> | 2014<br>GRAT B<br>for Self of<br>which Son<br>is Trustee               |
| Common Stock |  |  |  | 161,081 | I <sup>(3)</sup> | 2014<br>GRAT B<br>for Wife of<br>which Son<br>is Trustee               |
| Common Stock |  |  |  | 313,950 | I <sup>(3)</sup> | 2016<br>GRAT for<br>Self of<br>which Son<br>is Trustee                 |
| Common Stock |  |  |  | 313,950 | I <sup>(3)</sup> | 2016<br>GRAT for<br>Wife of<br>which Son<br>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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 | \$ 24.21 |  |  |      |   |     |     | 12/01/2012 <sup>(4)</sup> | 12/01/2017      | Common Stock | 1,500                      |
| Stock Option | \$ 23.53 |  |  |      |   |     |     | 12/01/2013 <sup>(5)</sup> | 12/01/2018      | Common Stock | 1,500                      |
| Stock Option | \$ 28.5  |  |  |      |   |     |     | 12/02/2014 <sup>(6)</sup> | 12/02/2019      | Common Stock | 2,000                      |
| Stock Option | \$ 27.04 |  |  |      |   |     |     | 08/26/2015 <sup>(7)</sup> | 08/26/2020      | Common Stock | 4,000                      |
| Stock Option | \$ 25.64 |  |  |      |   |     |     | 08/25/2016 <sup>(8)</sup> | 08/25/2021      | Common Stock | 3,500                      |
| Stock Option | \$ 25.51 |  |  |      |   |     |     | 08/25/2017 <sup>(9)</sup> | 08/25/2022      | 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. 12/12/2016

\*\*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) Shares transferred according to terms of GRAT for Self of which Thomas W. Florsheim, Jr. (Son) is Trustee
- (2) Shares transferred according to terms of GRAT for Wife of which Thomas W. Florsheim, Jr. (Son) is Trustee
- (3) For informational purposes only
- (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

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- (7) 25% per year for 4 years beginning 08/26/2015
- (8) 25% per year for 4 years beginning 08/25/2016
- (9) 25% per year for 4 years beginning 08/25/2017

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.