

LACROSSE FOOTWEAR INC
 Form 4
 May 25, 2006

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 *
 McClintock Darrin S

2. Issuer Name and Ticker or Trading Symbol
 LACROSSE FOOTWEAR INC
 [BOOT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP Sales, Safety & Industrial

(Last) (First) (Middle)

LACROSSE FOOTWEAR,
 INC., 18550 NE RIVERSIDE
 PARKWAY

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/19/2006

(Street)

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

PORTLAND, OR 97230

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | | | |
| Common Stock | 05/19/2006 | | M | | 1,500 | A | \$ 7.7 | 1,500 | D |
| Common Stock | 05/19/2006 | | M | | 200 | A | \$ 2.31 | 1,700 | D |
| Common Stock | 05/19/2006 | | M | | 1,000 | A | \$ 2.58 | 2,700 | 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

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 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (right-to-buy) | \$ 7.7 | 05/19/2006 | | M | 1,500 | 01/02/2005 ⁽¹⁾ 05/19/2014 | Common Stock 1 |
| Employee Stock Option (right-to-buy) | \$ 2.31 | 05/19/2006 | | M | 200 | 11/05/2003 ⁽²⁾ 11/05/2012 | Common Stock 2 |
| Employee Stock Option (right-to-buy) | \$ 2.58 | 05/16/2006 | | M | 1,000 | 01/02/2004 ⁽³⁾ 01/02/2013 | Common Stock 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McClintock Darrin S LACROSSE FOOTWEAR, INC. 18550 NE RIVERSIDE PARKWAY PORTLAND, OR 97230 | | | VP Sales, Safety & Industrial | |

Signatures

/s/ David P. Carlson, Attorney-in-fact for Darrin S. McClintock
05/25/2006

**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).
- (1) The option becomes exercisable as to 20% of the total shares on 01/02/2005, 2006, 2007, 2008 and 2009, respectively.

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(2) The option becomes exercisable as to 20% of the total shares on 11/05/2003, 2004, 2005, 2006 and 2007, respectively.

(3) The option becomes exercisable as to 20% of the total shares on 01/02/2004, 2005, 2006, 2007 and 2008, respectively.

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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