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WEYCO GROUP INC
Form 10-K/A
March 31, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549
FORM 10-K/A
AMENDMENT #1

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE

ACT OF 1934 (FEE REQUIRED)

For the fiscal year ended December 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES

EXCHANGE ACT OF 1934 (NO FEE REQUIRED)

For transition period from _____ to _____

Commission file number 0-9068

Weyco Group, Inc.

(Exact name of registrant as specified in its charter)

Wisconsin

39-0702200

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

333 W. Estabrook Boulevard, P. O. Box 1188, Milwaukee, WI 53201

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, include area code (414) 908-1600

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
None

Name of each exchange on
which registered

Securities registered pursuant to Section 12(g) of the Act:

Common Stock - \$1.00 par value per share

(Title of Class)

(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required
to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during

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the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulations S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in any definitive proxy of information statements incorporated by reference or in any amendment to this Form 10-K. (X)

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. \$94,393,000.

As of March 3, 2003, there were outstanding 2,913,714 shares of Common Stock and 877,900 shares of Class B Common Stock. At the same date, the aggregate market value (based upon the average of the high and low trades for that day) of all common stock held by non-affiliates was approximately \$101,313,000.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Corporation's Annual Report to Shareholders for the year ended December 31, 2002, are incorporated by reference in Part II of this report.

Portions of the Corporation's Proxy Statement, dated March 24, 2003, prepared for the Annual Meeting of Shareholders scheduled for April 22, 2003, are incorporated by reference in Part III of this report.

This amendment is being filed to resubmit Exhibit 23.1. The copy previously filed inadvertently did not have the typed signature shown, although the registrant had received a signed consent.

(c) Exhibits

The following exhibit is filed with this amendment.

Exhibit 23.1 Consent of Deloitte & Touche LLP

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WEYCO GROUP, INC.

(Registrant)

By /s/ John Wittkowske March 31, 2003

John Wittkowske, Senior Vice President -- Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signatures and Titles -----	Date ----
/s/ Thomas W. Florsheim* ----- Thomas W. Florsheim, Chairman Emeritus	March 31, 2003 -----
/s/ Thomas W. Florsheim, Jr.* ----- Thomas W. Florsheim, Jr., Chairman of the Board and Chief Executive Officer	March 31, 2003 -----
/s/ John W. Florsheim* ----- John W. Florsheim, President and Chief Operating Officer and Director	March 31, 2003 -----
/s/ John Wittkowske ----- John Wittkowske, Senior Vice President, Chief Financial Officer and Secretary (Principal Accounting Officer)	March 31, 2003 -----
/s/ Virgis W. Colbert* ----- Virgis W. Colbert, Director	March 31, 2003 -----
/s/ Robert Feitler* ----- Robert Feitler, Director	March 31, 2003 -----
/s/ Leonard J. Goldstein* -----	March 31, 2003 -----

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Leonard J. Goldstein, Director

Frederick P. Stratton, Jr.*

March 31, 2003

Frederick P. Stratton, Jr., Director

*By: /s/ John Wittkowske

March 31, 2003

John Wittkowske, by power of attorney