

FLORSHEIM THOMAS W JR  
Form 4  
November 20, 2017

**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 JR

(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)  
11/17/2017

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)  
Chairman & CEO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/17/2017		M		32,500	A	\$ 24.21
Common Stock	11/17/2017		S		30,052	D	\$ 28
Common Stock	11/17/2017		J <sup>(1)</sup>		42,282	D	\$ 0
Common Stock	11/17/2017		J <sup>(1)</sup>		42,282	D	\$ 0

As Trustee of Father's 2016 GRAT

As Trustee of Mother's 2016

Common Stock			101,431	I	GRAT As Trustee of Mother's 2014 GRAT B
Common Stock			73,885	I	As Trustee of Father's 2015 GRAT
Common Stock			73,885	I	As Trustee of Mother's 2015 GRAT
Common Stock			203,350	I	As Trustee of Father's 2017 GRAT
Common Stock			203,350	I	As Trustee of Mother's 2017 GRAT
Common Stock			14,443	I	As Trustee of John Florsheim Family Trust
Common Stock			43,166	I	By Wife
Common Stock			225,750	I	As Trustee for Children

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3, 4,  
and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Option			\$ 24.21	11/17/2017	M	32,500	12/01/2012 <sup>(2)</sup>	12/01/2017	Common Stock	32,500
Stock Option			\$ 23.53				12/01/2013 <sup>(3)</sup>	12/01/2018	Common Stock	32,500
Stock Option			\$ 28.5				12/02/2014 <sup>(4)</sup>	12/02/2019	Common Stock	40,000
Stock Option			\$ 27.04				08/26/2015 <sup>(5)</sup>	08/26/2020	Common Stock	40,000
Stock Option			\$ 25.64				08/25/2016 <sup>(6)</sup>	08/25/2021	Common Stock	32,000
Stock Option			\$ 25.51				08/25/2017 <sup>(7)</sup>	08/25/2022	Common Stock	32,000
Stock Option			\$ 27.94				08/25/2018 <sup>(8)</sup>	08/25/2027	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLORSHEIM THOMAS W JR 333 W. ESTABROOK BOULEVARD GLENDALE, WI 53212	X		Chairman & CEO	

## Signatures

/s/ Thomas W.  
Florsheim, Jr. 11/20/2017

\*\*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 to Thomas W. Florsheim's (Father) Revocable Trust according to terms of GRAT of which reporting person is Trustee
- (2) 25% per year for 4 years beginning 12/01/2012
- (3) 25% per year for 4 years beginning 12/01/2013
- (4) 25% per year for 4 years beginning 12/02/2014
- (5) 25% per year for 4 years beginning 08/26/2015
- (6) 25% per year for 4 years beginning 08/25/2016

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(7) 25% per year for 4 years beginning 08/25/2017

(8) 20% per year for 5 years beginning 08/25/2018

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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