

FLORSHEIM THOMAS W JR  
Form 4  
December 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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)  
12/19/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

GLENDALE, WI 53212

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

(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 Indirect Beneficial Ownership (Instr. 4) |   |                                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |   |                                  |
| Common Stock                    | 12/19/2017                           |  | J <sup>(1)</sup>               |   | 22,385  | D  | \$ 0 0  | I | As Trustee of Father's 2015 GRAT |
| Common Stock                    | 12/19/2017                           |  | J <sup>(1)</sup>               |   | 22,385  | D  | \$ 0 0  | I | As Trustee of Mother's 2015 GRAT |
| Common Stock                    | 12/19/2017                           |  | J <sup>(2)(3)</sup>            |   | 11,192  | A  | \$ 0 638,606  | D |                                  |
|                                 |                                      |  |                                |   |   |  | 101,431   | I |                                  |

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|              |  |         |   |  |  |   |
|--------------|--|---------|---|--|--|---|
| Common Stock |  |         |   |  |  | As Trustee of Mother's 2014 GRAT B        |
| Common Stock |  | 167,073 | I |  |  | As Trustee of Father's 2016 GRAT          |
| Common Stock |  | 167,073 | I |  |  | As Trustee of Mother's 2016 GRAT          |
| Common Stock |  | 179,790 | I |  |  | As Trustee of Father's 2017 GRAT          |
| Common Stock |  | 179,790 | 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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SEC 1474  
(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 | \$ 23.53 |  |  |      |   |     |     | 12/01/2013 <sup>(4)</sup> | 12/01/2018      | Common Stock | 32,500                     |
| Stock Option | \$ 28.5  |  |  |      |   |     |     | 12/02/2014 <sup>(5)</sup> | 12/02/2019      | Common Stock | 40,000                     |
| Stock Option | \$ 27.04 |  |  |      |   |     |     | 08/26/2015 <sup>(6)</sup> | 08/26/2020      | Common Stock | 40,000                     |
| Stock Option | \$ 25.64 |  |  |      |   |     |     | 08/25/2016 <sup>(7)</sup> | 08/25/2021      | Common Stock | 32,000                     |
| Stock Option | \$ 25.51 |  |  |      |   |     |     | 08/25/2017 <sup>(8)</sup> | 08/25/2022      | Common Stock | 32,000                     |
| Stock Option | \$ 27.94 |  |  |      |   |     |     | 08/25/2018 <sup>(9)</sup> | 08/25/2027      | Common Stock | 15,000                     |

## Reporting Owners

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

## Signatures

/s/ Thomas W.  
Florsheim, Jr. 12/20/2017

\_\_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) Expiration of GRAT
- (2) Distribution of Father's GRAT which expired
- (3) Distribution of Mother's GRAT which expired
- (4) 25% per year for 4 years beginning 12/01/2013
- (5) 25% per year for 4 years beginning 12/02/2014
- (6) 25% per year for 4 years beginning 08/26/2015
- (7) 25% per year for 4 years beginning 08/25/2016
- (8) 25% per year for 4 years beginning 08/25/2017

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(9) 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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