

FLORSHEIM THOMAS W JR  
 Form 4  
 May 24, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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**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)

GLENDAL, WI US 53212

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 05/23/2011

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 and 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/23/2011		M	V	19,422 \$ 7.84	A	
Common Stock					36,911	I	By Wife
Common Stock					197,499	I	As Trustee for Children
Common Stock					352,221	I	As Trustee of Father's GRAT
					352,221	I	

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Common  
Stock

As Trustee  
of  
Mother's  
GRAT

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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 7.84	05/23/2011		M	19,422	03/07/2002	09/07/2011	Common Stock	25,890
Stock Option	\$ 18.03					12/26/2005	04/26/2015	Common Stock	19,950
Stock Option	\$ 16.79					11/19/2003	05/19/2013	Common Stock	32,080
Stock Option	\$ 12.04					01/22/2003	07/22/2012	Common Stock	29,940
Stock Option	\$ 27.38					11/30/2008 <sup>(1)</sup>	11/30/2012	Common Stock	9,680
Stock Option	\$ 30.12					11/30/2008 <sup>(1)</sup>	11/30/2012	Common Stock	3,320
Stock Option	\$ 30.67					12/01/2009 <sup>(2)</sup>	12/01/2013	Common Stock	13,000
Stock Option	\$ 23.09					12/01/2010 <sup>(3)</sup>	12/01/2014	Common Stock	30,000
Stock Option	\$ 24.49					12/01/2011 <sup>(4)</sup>	12/01/2015	Common Stock	30,000

## Reporting Owners

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

## Signatures

/s/ Thomas W.  
Florsheim, Jr. 05/24/2011

\*\*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) 25% per year for 4 years beginning 11/30/2008
- (2) 25% per year for 4 years beginning 12/01/2009
- (3) 25% per year for 4 years beginning 12/01/2010
- (4) 25% per year for 4 years beginning 12/01/2011

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.