#### FLORSHEIM THOMAS W JR

Form 4 June 22, 2006

## FORM 4

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

OMB

Check this box if no longer subject to Section 16.

3235-0287 Number: January 31, Expires:

**OMB APPROVAL** 

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per

may continue. See Instruction

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

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1(b).

(Print or Type Responses)

| 1. Name and Addi<br>FLORSHEIM | •        | _        | 2. Issuer Name and Ticker or Trading<br>Symbol<br>WEYCO GROUP INC [WEYS] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)                             |  |  |
|-------------------------------|----------|----------|--|--|--|--|
| (Last) (First) (Middle)       |          | (Middle) | 3. Date of Earliest Transaction  | (Check all applicable)   |  |  |
| 333 W. ESTABROOK<br>BOULEVARD |          |          | (Month/Day/Year)<br>06/21/2006   | _X DirectorX 10% OwnerX Officer (give title Other (specify below) Chairman and CEO                   |  |  |
|                               | (Street) |          | 4. If Amendment, Date Original   | 6. Individual or Joint/Group Filing(Check  |  |  |
| GLENDALE, WI 53212            |          |          | Filed(Month/Day/Year)  | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |
| (0:4)                         | (0, , )  | (7: )    |  |  |  |  |

| (City)                               | (State)                                 | (Zip) Tabl  | e I - Non-I                             | Derivative S                          | Securi | ties Acqu   | ired, Disposed of  | , or Beneficial   | ly Owned  |
|--------------------------------------|---|---|---|---------------------------------------|--------|-------------|--|---|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securit on(A) or Dis (Instr. 3, 4) | sposed | of (D)      | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 06/21/2006                              |   | M M                                     | 45,000                                | A      |             | 346,330  | D   |   |
| Common<br>Stock                      | 06/21/2006                              |   | S                                       | 28,250                                | D      | \$<br>21.64 | 318,080  | D   |   |
| Common<br>Stock                      | 06/22/2006                              |   | M                                       | 11,604                                | A      | \$ 8.62     | 329,684  | D   |   |
| Common<br>Stock                      |   |   |   |                                       |        |             | 32,078   | I   | By Wife   |
| Common<br>Stock                      |   |   |   |                                       |        |             | 131,848  | I   | As trustee for children   |

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| Common<br>Stock      | 272,444 | I | As trustee of father's GRAT          |
|----------------------|---------|---|--------------------------------------|
| Common<br>Stock      | 272,444 | I | As trustee<br>of<br>mother's<br>GRAT |
| Class B Common Stock | 31,626  | D |                                      |
| Diock                |         |   |                                      |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5. Number of iorDerivative 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<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option                                     | \$ 4.53   | 06/21/2006                              |   | M                                     |  | 45,000 | 06/06/1997   | 12/06/2006         | Common<br>Stock   | 45,000                              |
| Stock<br>Option                                     | \$ 8.62   | 06/22/2006                              |   | M                                     |  | 11,604 | 06/07/2002   | 09/07/2006         | Common<br>Stock   | 11,604                              |
| Stock<br>Option                                     | \$ 19.83  |   |   |                                       |  |        | 12/26/2005   | 04/26/2010         | Common<br>Stock   | 5,042                               |
| Stock<br>Option                                     | \$ 18.03  |   |   |                                       |  |        | 12/26/2005   | 04/26/2015         | Common<br>Stock   | 19,958                              |
| Stock<br>Option                                     | \$ 18.47  |   |   |                                       |  |        | 11/19/2003   | 05/19/2008         | Common<br>Stock   | 5,412                               |
| Stock<br>Option                                     | \$ 16.79  |   |   |                                       |  |        | 11/19/2003   | 05/19/2013         | Common<br>Stock   | 32,088                              |
| Stock<br>Option                                     | \$ 12.04  |   |   |                                       |  |        | 01/22/2003   | 07/22/2012         | Common<br>Stock   | 29,948                              |
|   | \$ 13.24  |   |   |                                       |  |        | 01/22/2003   | 07/22/2007         |   | 7,552                               |

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| Stock<br>Option |         |            |            | Common<br>Stock |        |
|-----------------|---------|------------|------------|-----------------|--------|
| Stock<br>Option | \$ 7.84 | 03/07/2002 | 09/07/2011 | Common<br>Stock | 25,896 |
| Stock<br>Option | \$ 7.25 | 04/05/2000 | 10/05/2009 | Common<br>Stock | 17,462 |
| Stock<br>Option | \$ 7.34 | 05/18/1998 | 01/18/2007 | Common<br>Stock | 17,604 |
| Stock<br>Option | \$ 8.38 | 05/05/1999 | 11/05/2008 | Common<br>Stock | 19,146 |
| Stock<br>Option | \$ 8.5  | 05/02/2001 | 11/02/2010 | Common<br>Stock | 19,306 |

# **Reporting Owners**

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

# **Signatures**

/s/ Thomas W. Florsheim, Jr. 06/22/2006

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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.

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<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).