

WITTKOWSKE JOHN  
Form 4/A  
May 23, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**WITTKOWSKE JOHN**

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

**MILWAUKEE, 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)  
**05/22/2012**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**05/23/2012**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Senior VP and CFO**

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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	05/22/2012		M	V	37,500	A	\$ 12.04	104,225	D
Common Stock	05/22/2012		S		24,700	D	\$ 23.12	79,525	D

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.**

SEC 1474 (9-02)

Edgar Filing: WITTKOWSKE JOHN - Form 4/A

**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)
Stock Option	\$ 12.04	05/22/2012		M	37,500	01/22/2003 07/22/2012	Common Stock 37,500
Stock Option	\$ 24.21					12/01/2012 <sup>(5)</sup> 12/01/2017	Common Stock 32,500
Stock Option	\$ 18.03					12/26/2005 04/26/2015	Common Stock 25,000
Stock Option	\$ 16.79					11/19/2003 05/19/2013	Common Stock 37,500
Stock Option	\$ 27.38					11/30/2008 <sup>(1)</sup> 11/30/2012	Common Stock 13,000
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
WITTKOWSKE JOHN 333 W. ESTABROOK BOULEVARD MILWAUKEE, WI US 53212			Senior VP and CFO	

## Signatures

/s/ John  
Wittkowske 05/23/2012

\*\*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
- (5) 25% per year for 4 years beginning 12/01/2012

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.