

STRATTON FREDERICK P JR
 Form 4
 September 11, 2017

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 *
 STRATTON FREDERICK P 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)
 10134 N. PORT WASHINGTON
 RO.

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/07/2016

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

(Street)
 MEQUON, WI 53092

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

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	09/07/2017		M	V	1,500	A	\$ 24.21	125,410	D	
Common Stock	09/07/2017		S		1,400	D	\$ 27.87	124,010	D	
Common Stock								30,300	I	Held in Fred and Anne Stratton 2012 Family Trust

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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)	Amount or Number of Shares
Stock Option	\$ 24.21	09/07/2017		M	1,500	12/01/2012 ⁽¹⁾ 12/01/2017	Common Stock	1,500
Stock Option	\$ 23.53					12/01/2013 ⁽²⁾ 12/01/2018	Common Stock	1,500
Stock Option	\$ 28.5					12/02/2014 ⁽³⁾ 12/02/2019	Common Stock	2,000
Stock Option	\$ 27.04					08/26/2015 ⁽⁴⁾ 08/26/2020	Common Stock	4,000
Stock Option	\$ 25.64					08/25/2016 ⁽⁵⁾ 08/25/2021	Common Stock	3,500
Stock Option	\$ 25.51					08/25/2017 ⁽⁶⁾ 08/25/2022	Common Stock	3,500
Stock Option	\$ 27.94					08/25/2018 ⁽⁷⁾ 08/25/2027	Common Stock	3,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STRATTON FREDERICK P JR 10134 N. PORT WASHINGTON RO. MEQUON, WI 53092	X			

Signatures

/s/Frederick P.
Stratton, Jr.

09/11/2017

__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) 25% per year for 4 years beginning 12/01/2012
- (2) 25% per year for 4 years beginning 12/01/2013
- (3) 25% per year for 4 years beginning 12/02/2014
- (4) 25% per year for 4 years beginning 08/26/2015
- (5) 25% per year for 4 years beginning 08/25/2016
- (6) 25% per year for 4 years beginning 08/25/2017
- (7) 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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