

WEYCO GROUP INC
Form 10-K/A
April 27, 2005

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

FORM 10-K/A

(Mark One)

- Amendment No. 1 to Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2004, or Transition report pursuant to section 13 or 15(d) of the Securities
- Exchange Act of 1934 for the transition period from _____ to _____

Commission file number 0-9068

Weyco Group, Inc.

(Exact name of registrant as specified in its charter)

Wisconsin

9-0702200

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

333 W. Estabrook Boulevard, P. O. Box 1188, Milwaukee, WI 53201

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, include area code (414) 908-1600

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock \$1.00 par value per share

(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X
No _____

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulations S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in any definitive proxy of information

statements incorporated by reference or in any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). X
No _____

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. \$120,134,000.

As of February 16, 2005, there were outstanding 4,455,965 shares of Common Stock and 1,300,310 shares of Class B Common Stock. These shares have not been adjusted for the two-for-one stock split declared January 31, 2005 for shareholders of record on February 16, 2005 to be distributed on April 1, 2005. At the same date, the aggregate market value (based upon the average of the high and low trades for that day) of all common stock held by non-affiliates was approximately \$162,375,000.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Corporation's Annual Report to Shareholders for the year ended December 31, 2004, are incorporated by reference in Part II and Part IV of this report. Portions of the Corporation's Proxy Statement, dated March 11, 2005, prepared for the Annual Meeting of Shareholders scheduled for April 26, 2005, are incorporated by reference in Part III of this report.

This amendment is being filed solely to re-submit Exhibits 31.1 and 31.2 (the certifications of our chief executive officer and chief financial officer required by Rule 15d-14(a)), which contained transcription errors in the original filing.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WEYCO GROUP, INC.
(Registrant)

By /s/ John Wittkowske
John Wittkowske, Senior Vice President Chief Financial Officer

Date: April 27, 2005

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| <u>Signatures and Titles</u> | <u>Date</u> |
|--|----------------|
| /s/ Thomas W. Florsheim* | April 27, 2005 |
| Thomas W. Florsheim, Chairman Emeritus | |
| /s/ Thomas W. Florsheim, Jr.* | April 27, 2005 |
| Thomas W. Florsheim, Jr., Chairman of the Board and Chief Executive Officer | |
| /s/ John W. Florsheim* | April 27, 2005 |
| John W. Florsheim, President and Chief Operating Officer and Director | |
| /s/ John Wittkowske | April 27, 2005 |
| John Wittkowske, Senior Vice President, Chief Financial Officer and Secretary (Principal Accounting Officer) | |
| /s/ Robert Feitler* | April 27, 2005 |
| Robert Feitler, Director | |
| /s/ Leonard J. Goldstein* | April 27, 2005 |
| Leonard J. Goldstein, Director | |
| /s/ Frederick P. Stratton, Jr.* | April 27, 2005 |
| Frederick P. Stratton, Jr., Director | |

*By: /s/ John Wittkowske

John Wittkowske, by Power of Attorney