

LACROSSE FOOTWEAR INC

Form 4

August 16, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARLSON DAVID P

(Last) (First) (Middle)

**LACROSSE FOOTWEAR,
INC., 17634 NE AIRPORT WAY**

(Street)

PORTLAND, OR 97230

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**LACROSSE FOOTWEAR INC
[BOOT]**

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Exec. VP and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/16/2012		U		53,813	D	\$ 20 0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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

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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
Employee Stock Option (right to buy)	\$ 7.7	08/16/2012		D	30,000	<u>(1)</u>	01/02/2014	Common Stock	30,000
Employee Stock Option (right to buy)	\$ 10.83	08/16/2012		D	20,000	<u>(2)</u>	01/03/2015	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 10.6	08/16/2012		D	20,000	<u>(3)</u>	01/02/2016	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 13.27	08/16/2012		D	15,000	<u>(4)</u>	01/02/2017	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 17.61	08/16/2012		D	15,000	<u>(5)</u>	01/02/2018	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 12	08/16/2012		D	15,000	<u>(6)</u>	01/02/2019	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 13.02	08/16/2012		D	15,000	<u>(7)</u>	01/04/2020	Common Stock	15,000
	\$ 16.73	08/16/2012		D	17,000	<u>(8)</u>	01/03/2021		17,000

Employee Stock Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	\$ 12.8	08/16/2012	D	17,000	⁽⁹⁾	01/03/2022	Common Stock	17,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARLSON DAVID P LACROSSE FOOTWEAR, INC. 17634 NE AIRPORT WAY PORTLAND, OR 97230			Exec. VP and CFO	

Signatures

/s/ David P.
Carlson 08/16/2012

 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).

This option, which provided for vesting in five equal annual installments beginning on January 2, 2004, was cancelled pursuant to a merger agreement between the issuer, ABC-MART, INC., a corporation formed under the laws of Japan, and XYZ-Merger Sub, Inc., a Wisconsin corporation, dated as of July 5, 2012 (the "merger agreement"), and converted into the right to receive cash in the amount of \$369,000.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the merger (\$20.00).

(1) This option, which provided for vesting in five equal annual installments beginning on January 3, 2005, was cancelled pursuant to the merger agreement and converted into the right to receive cash in the amount of \$183,400.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the merger (\$20.00).

(2) This option, which provided for vesting in four equal annual installments beginning on January 2, 2006, was cancelled pursuant to the merger agreement and converted into the right to receive cash in the amount of \$188,000.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the merger (\$20.00).

(3) This option, which provided for vesting in four equal annual installments beginning on January 2, 2007, was cancelled pursuant to the merger agreement and converted into the right to receive cash in the amount of \$100,950.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the merger (\$20.00).

(4) This option, which provided for vesting in four equal annual installments beginning on January 2, 2008, was cancelled pursuant to the merger agreement and converted into the right to receive cash in the amount of \$35,850.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the

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merger (\$20.00).

- (6) This option, which provided for vesting in four equal annual installments beginning on January 2, 2009, fully vested immediately prior to the closing of the merger and was cancelled pursuant to the merger agreement and converted into the right to receive cash in the amount of \$120,000.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the merger (\$20.00).

- (7) This option, which provided for vesting in four equal annual installments beginning on January 4, 2010, fully vested immediately prior to the closing of the merger and was cancelled pursuant to the merger agreement and converted into the right to receive cash in the amount of \$104,700.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the merger (\$20.00).

- (8) This option, which provided for vesting in four equal annual installments beginning on January 3, 2011, fully vested immediately prior to the closing of the merger and was cancelled pursuant to the merger agreement and converted into the right to receive cash in the amount of \$55,590.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the merger (\$20.00).

- (9) This option, which provided for vesting in five equal annual installments beginning on January 3, 2012, fully vested immediately prior to the closing of the merger and was cancelled pursuant to the merger agreement and converted into the right to receive cash in the amount of \$122,400.00, without interest and subject to deduction for any withholding taxes, representing the difference between the exercise price of the option and the price paid per common share in the merger (\$20.00).

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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