

SMITH CHARLES WALTER
Form 4
August 16, 2012

FORM 4

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

OMB APPROVAL

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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 *
SMITH CHARLES WALTER

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

LACROSSE FOOTWEAR, INC., 17634 NE AIRPORT WAY

(Street)

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

PORTLAND, OR 97230

(City) (State) (Zip)

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)
			Code	V	Amount	(D)	Price
Common Stock	08/16/2012		U		42,114	D	\$ 20 0

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

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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)	8. Fair Market Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 10.83	08/16/2012		D	5,000	<u>(1)</u> 01/03/2015	Common Stock	5,000	\$
Director Stock Option (right to buy)	\$ 10.94	08/16/2012		D	5,000	<u>(2)</u> 01/03/2016	Common Stock	5,000	\$
Director Stock Option (right to buy)	\$ 13.27	08/16/2012		D	5,000	<u>(3)</u> 01/02/2017	Common Stock	5,000	\$
Director Stock Option (right to buy)	\$ 17.61	08/16/2012		D	5,000	<u>(4)</u> 01/02/2018	Common Stock	5,000	\$
Director Stock Option (right to buy)	\$ 12	08/16/2012		D	5,000	<u>(5)</u> 01/02/2019	Common Stock	5,000	\$
Director Stock Option (right to buy)	\$ 13.02	08/16/2012		D	5,000	<u>(6)</u> 01/04/2020	Common Stock	5,000	\$
Director Stock Option (right to buy)	\$ 16.73	08/16/2012		D	5,000	<u>(7)</u> 01/03/2021	Common Stock	5,000	\$

Director Stock Option (right to buy)	\$ 12.8	08/16/2012	D	5,000	(8)	01/03/2022	Common Stock	5,000	
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH CHARLES WALTER LACROSSE FOOTWEAR, INC. 17634 NE AIRPORT WAY PORTLAND, OR 97230	X			

Signatures

/s/ Charles W. Smith 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).
 - (1) The option, which provided for vesting in five equal annual installments beginning on January 3, 2005, 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 \$45,850.00, 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 merger (\$20.00).
 - (2) The option, which provided for vesting in four equal annual installments beginning on January 3, 2006, was cancelled pursuant to the merger agreement and converted into the right to receive cash in the amount of \$45,300.00, 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) The 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 \$33,650.00, 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) The 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 \$11,950.00, 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).
 - (5) The 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 \$40,000.00, 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).
 - (6) The 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 \$34,900.00, 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)

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The 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 \$16,350.00, 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) The option, which provided for vesting in four 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 \$36,000.00, 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).

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.