Edgar Filing: KRATZER JOHN C - Form 4

KRATZER JOHN Form 4	NC											
August 28, 2008										OMB A	PPROVA	۸L
		STATES		RITIES A				COMMISSIO	· ·	OMB Number:	3235-	0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.	Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section 16 (a) of the Investment Company Act of 1940						F E b r	Estimated average burden hours per response 0.5		ry 31, 2005 0.5		
See Instruction 1(b).		30(n)	of the fi	nvestment	Com	pany .	Act of 1	940				
(Print or Type Respon	nses)											
1. Name and Address of Reporting Person <u>*</u> KRATZER JOHN C			2. Issuer Name and Ticker or Trading Symbol PHOENIX FOOTWEAR GROUP INC [PXG]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 4806 EL MIRLO, P.O. BOX 116			3. Date of Earliest Transaction (Month/Day/Year) 08/06/2008			X Director 10% Owner Officer (give title Other (specify below) below)						
(Street) RANCHO SANTA FE, CA 92067			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 						
	State)	(Zip)	Tab	le I - Non-l	Derivat	ive See	curities A	Person	of. 01	r Beneficia	llv Owne	d
	unsaction Date th/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8) Code V	4. Secu nAcquin Dispos (Instr.	urities red (A) sed of (3, 4 ar (A or) or (D) nd 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. O Forn	wnership n: Direct or Indirect	7. Nature Indirect	e of al ip
Reminder: Report on	a separate line	for each cl	ass of sec	urities bene:	Per info req dis	rsons ormat juired	who res ion cont to respo a curre	or indirectly. Spond to the collection ained in this form ond unless the fo ntly valid OMB co	n are orm	not	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	vative		(Instr.	8)	(D)	(A) or Disposed of (D) (Instr. 3, 4,				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock, par value \$0.00	\$ 0 <u>(1)</u>	08/06/2008		А		5,000		08/06/2009 <u>(2)</u>	08/06/2018	Common Stock, par value \$0.00	5,000

Reporting Owners

Reporting Owner Name / Add	ress	Relationships						
reporting o wher runne / run	Director	10% Owner	Officer	Other				
KRATZER JOHN C 4806 EL MIRLO P.O. BOX 116 RANCHO SANTA FE, CA 9	X)2067							
Signatures								
/s/ John C. Kratzer	08/28/2008							

<u>**</u>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) Transaction represents a share grant which vests over time of service performed.
- (2) 2,500 shares vest after year one, 2,500 shares vest after year two.

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.