

PHOENIX FOOTWEAR GROUP INC
 Form 4
 November 17, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 RIEDMAN JAMES R

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)

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

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

5840, EL CAMINO REAL, SUITE 106

11/16/2006

Chairman of the Board

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

CARLSBAD, CA 92008

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value	11/16/2006		P		5,000	A	\$ 3.58
Common Stock, \$0.01 par value	11/16/2006		P		1,000	A	\$ 3.68
Common Stock, \$0.01 par value	11/16/2006		P		3,000	A	\$ 3.74

Edgar Filing: PHOENIX FOOTWEAR GROUP INC - Form 4

value								
Common Stock, \$0.01 par value	11/16/2006	P	7,000	A	\$ 3.65	706,382	D	
Common Stock, \$0.01 par value	11/16/2006	P	3,000	A	\$ 3.72	709,382	D	
Common Stock, \$0.01 par value	11/16/2006	P	3,000	A	\$ 3.77	712,382	D	
Common Stock, \$0.01 par value	11/16/2006	P	5,000	A	\$ 3.87	717,382	D	
Common Stock, \$0.01 par value	11/16/2006	P	5,000	A	\$ 3.81	722,382	D	
Common Stock, \$0.01 par value	11/16/2006	P	5,000	A	\$ 4.16	727,382	D	
Common Stock, \$0.01 par value	11/17/2006	P	2,000	A	\$ 3.97	729,382	D	
Common Stock, \$0.01 par value	11/17/2006	P	3,000	A	\$ 4.01	732,382	D	
Common Stock, \$0.01 par value	11/17/2006	P	3,500	A	\$ 3.95	735,882	D	
Common Stock, \$0.01 par value	11/17/2006	P	1,500	A	\$ 3.99	737,382	D	
Common Stock, \$0.01 par value						443,808	I	CE Capital

Common Stock, \$0.01 par value	382,710	I	by Riedman Corp
Common Stock, \$0.01 par value	87,337	I	Family members in household
Common Stock, \$0.01 par value	237,565	I	Retirement saving Partnership plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIEDMAN JAMES R 5840, EL CAMINO REAL SUITE 106 CARLSBAD, CA 92008	X	X	Chairman of the Board	

Signatures

/s/ James R.
Riedman

11/17/2006

 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).

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.