FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* SHARP DAVID	2. Issuer Name **and** Ticker or Trading Symbol ROCKY BRANDS, INC. [RCKY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last)　(First)　(Middle) 39 EAST CANAL STREET	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2015	X_ Director　　　　_____ 10% Owner X_ Officer (give title below)　_____ Other (specify below)　President and CEO
(Street) NELSONVILLE, OH 45764	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
(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, without par value	01/02/2015		M		1,500	A	$ 0	52,881	D	

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.

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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 Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	(1)	01/02/2015		M			1,500	(2)	01/02/2018	Common Stock, without par value	1,500	$ 0	4,500	D	
Restricted Stock Unit	(1)	01/02/2015		A		6,000		(2)	01/02/2019	Common Stock, without par value	6,000	$ 0	6,000	D	
Stock Option (right to buy)	$ 13.42	01/02/2015		A		6,000		(3)	01/02/2025	Common Stock, without par value	6,000	$ 0	6,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHARP DAVID 39 EAST CANAL STREET NELSONVILLE, OH 45764	X		President and CEO	

Signatures

Curtis A. Loveland, Attorney-in-Fact	01/06/2015
**Signature of Reporting Person	Date

Explanation of Responses:

(**1**) Each restricted stock unit represents a contingent right to receive one share of Issuer's Common Stock.

(**2**) Restricted stock unit vests 25% per year beginning on the first anniversary of the date of grant.

(**3**) Option vests 20% per year beginning on the first anniversary of the date of grant.