

# SECURITIES AND EXCHANGE COMMISSION

## FORM DEF 14A

Definitive proxy statements

Filing Date: **1999-03-26** | Period of Report: **1999-05-07**  
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### FILER

#### **SUPERIOR UNIFORM GROUP INC**

CIK: **95574** | IRS No.: **111385670** | State of Incorporation: **NY** | Fiscal Year End: **1231**  
Type: **DEF 14A** | Act: **34** | File No.: **001-05869** | Film No.: **99573511**  
SIC: **2300** Apparel & other finished products of fabrics & similar materials

Mailing Address  
10099 SEMINOLE BLVD  
PO BOX 4002  
SEMINOLE FL 34642-0002

Business Address  
10099 SEMINOLE BLVD  
P O BOX 4002  
SEMINOLE FL 34642  
8133979611

SCHEDULE 14A  
(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES  
EXCHANGE ACT OF 1934 (AMENDMENT NO. )

Filed by the Registrant  [X]

Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

<TABLE>

<S>	<C>
<input type="checkbox"/> [ ] Preliminary Proxy Statement	<input type="checkbox"/> [ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

[X] Definitive Proxy Statement  
 [ ] Definitive Additional Materials  
 [ ] Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

</TABLE>

SUPERIOR UNIFORM GROUP, INC.

-----  
(Name of Registrant as Specified In Its Charter)

-----  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

[ ] Fee paid previously with preliminary materials:

[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

SUPERIOR UNIFORM GROUP, INC.  
10099 Seminole Boulevard  
P.O. Box 4002  
Seminole, FL 33775-0002

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD MAY 7, 1999

NOTICE IS HEREBY GIVEN that the Annual Meeting of the shareholders of SUPERIOR UNIFORM GROUP, INC., (the "Company") will be held at the offices of the Company, 10099 Seminole Boulevard, Seminole, Florida, on May 7, 1999 at 10 A.M. (Local Time) for the following purposes:

1. To elect seven (7) Directors to hold office until the next

annual meeting of shareholders and until their respective successors are duly elected or appointed and qualified;

2. To ratify the appointment of Deloitte & Touche LLP as independent auditors for the year 1999; and
3. To transact such other business as may properly come before the meeting or any adjournment thereof.

The close of business on March 18, 1999 has been fixed as the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting and any adjournment thereof.

By Order of the Board of Directors,  
Seminole, Florida, March 26, 1999

ANDREW D. DEMOTT, JR  
Secretary

-----  
IMPORTANT  
TO ENSURE YOUR REPRESENTATION AT THIS MEETING PLEASE MARK,  
DATE AND SIGN THE ENCLOSED PROXY AND RETURN IT  
PROMPTLY. THANK YOU.  
-----

This instrument contains 17 pages.

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SUPERIOR UNIFORM GROUP, INC.  
10099 SEMINOLE BOULEVARD  
SEMINOLE, FLORIDA 33772

PROXY STATEMENT FOR 1999  
ANNUAL MEETING OF STOCKHOLDERS

This Proxy Statement is furnished by the Board of Directors of Superior Uniform Group, Inc. (the "Company") in connection with the solicitation of proxies to be voted at the Company's 1999 Annual Meeting of Stockholders, which will be held at 10:00 a.m. Local Time on May 7, 1999 at the offices of the Company, 10099 Seminole Boulevard, Seminole, Florida (the "Meeting").

Any proxy delivered pursuant to this solicitation may be revoked, at the option of the person executing the proxy, at any time before it is exercised by delivering a signed revocation to the Company, by submitting a later-dated proxy, or by attending the Meeting in person and casting a ballot. If proxies are signed and returned without voting instructions, the shares represented by the proxies will be voted as recommended by the Board of Directors. Shares that are not voted, either by casting a ballot in person or by returning a signed proxy, by the stockholders or brokers entitled to vote them, or through abstention, will not be considered in the final tabulation.

The cost of soliciting proxies will be borne by the Company. In addition to the use of the mails, proxies may be solicited personally or by telephone by regular employees of the Company. The Company does not expect to pay any compensation for the solicitation of proxies, but may reimburse brokers and other persons holding stock in their names, or in the names of nominees, for their expenses in sending proxy materials to their principals and obtaining their proxies. The approximate date on which this Proxy Statement and enclosed form of proxy has been first mailed to stockholders is March 27, 1999.

The close of business on March 18, 1999 has been designated as the record date for the determination of stockholders entitled to receive notice of and to vote at the Meeting. As of March 3, 1999, 7,847,627 shares of the Company's common stock, par value \$.001 per share, (the "Common Stock") were issued and outstanding. Each stockholder will be entitled to one vote for each share of Common Stock registered in his or her name on the books of the Company on the close of business on March 18, 1999 on all matters that come before the Meeting.

#### ELECTION OF DIRECTORS

The By-Laws of the Company set the size of the Board of Directors at not less than three (3) nor more than eight (8). The Board of Directors currently consists of seven members. Directors hold their positions until the

Meeting at which time the term expires, after their respective successors are elected and qualified.

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The Board of Directors recommends that seven (7) Directors be elected at the Meeting to hold office until the Company's annual meeting in 1999 and until their successors shall be duly elected and qualified or until their earlier resignation, removal from office, or death. The Board of Directors unanimously recommends that you vote "FOR" the reelection of Gerald M. Benstock, Alan D. Schwartz, Michael Benstock, Saul Schechter, Peter Benstock, Manuel Gaetan, Ph.D. and Sidney Kirschner, as Directors, to serve the term as described above. See "Management - Directors and Executive Officers" and "Certain Transactions" for further information on such nominees. In the event any of the nominees should be unable to serve, which is not anticipated, the proxy committee, which consists of Directors Gerald M. Benstock, Alan D. Schwartz and Saul Schechter, will vote for such other person or persons for the office of Director as the Board of Directors may recommend.

Shareholders may vote for up to seven (7) nominees and the seven (7) nominees receiving the highest number of votes shall be elected. Shareholders may not vote cumulatively in the election of Directors.

#### MANAGEMENT

##### DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth the names and ages of the Directors and executive officers and the positions they hold with the Company. Executive officers serve at the pleasure of the Board of Directors.

<TABLE>  
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NAME	AGE	POSITION
<S>	<C>	<C>
Gerald M. Benstock	68	Chairman, Chief Executive Officer, Director and a member of the Executive Committee.
Alan D. Schwartz	48	Co-President, Director and a member of the Executive Committee.
Michael Benstock	43	Co-President, Director and a member of the Executive Committee.
Saul Schechter	65	Executive Vice President, Director and a member of the Executive Committee.
Peter Benstock	37	Senior Vice President, Director and a member of the Executive Committee.
Manuel Gaetan, Ph.D.	61	Director and a member of the Audit, Stock Option and Compensation Committees.
Sidney Kirschner	64	Director and a member of the Audit, Stock Option and Compensation Committees.
Andrew D. Demott, Jr.	35	Vice President, Treasurer, Chief Financial Officer and Secretary.

</TABLE>

Gerald M. Benstock is the Chairman of the Board of Directors and Chief Executive Officer of the Company. Mr. Benstock has served in these positions for

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more than the past 5 years, and prior to May 1, 1992, served as President of the Company. Mr. Benstock also has served as a Director of the Company since 1951.

Alan D. Schwartz has served as Co-President of the Company since May 1, 1992. Prior to such date, Mr. Schwartz served as Executive Vice President. Mr. Schwartz has also served as a Director of the Company since 1981.

Michael Benstock has served as Co-President of the Company since May 1, 1992. Prior to such date, Mr. Benstock served as Executive Vice President of the Company. Mr. Benstock has also been a Director of the Company since 1985.

Saul Schechter has served as Executive Vice President for more than the past 5 years and has been a Director of the Company since 1957.

Peter Benstock has served as Senior Vice President since February 7, 1994, formerly Vice President of the Company since May 2, 1990. Mr. Benstock has also been a Director of the Company since 1990.

Manuel Gaetan, Ph.D., has been a Director of the Company since November 7, 1991. He is President and Chief Executive Officer of MGR Enterprises, Inc. Prior thereto, Dr. Gaetan was President and C.E.O. of Bobbin Blenheim, Inc.

Sidney Kirschner has been a Director of the Company since September 25, 1996. He has been President and Chief Executive Officer of Northside Hospital, Inc. since 1992. Prior thereto, he served as Chairman of the Board, President and Chief Executive Officer of National Service Industries, Inc. He also currently serves as a director of Fortune Brands, Inc.

Andrew D. Demott, Jr. has served as Vice President, Chief Financial Officer and Treasurer since June 15, 1998. Mr. Demott also has served as Secretary since July 31, 1998. Prior to such dates, Mr. Demott served as an Audit Senior Manager with Deloitte & Touche, LLP since September 1995. Prior to that date, Mr. Demott was an Audit Manager with Deloitte & Touche LLP since September 1992.

No family relationships exist between the Company's Directors, nominees and executive officers, except that Michael Benstock and Peter Benstock are sons of Gerald M. Benstock, and Alan D. Schwartz is his son-in-law. There are no arrangements or understandings between any Director or nominee and any other person concerning service or nomination as a Director.

The Board has Executive, Audit, Stock Option and Compensation Committees; it does not have a Nominating Committee. The entire Board of Directors functions as a Nominating Committee, and the Board will consider any written recommendations from shareholders for positions on the Board of Directors. Nominations from shareholders should be directed in writing to the Secretary of the Company.

The current members of the Executive Committee are Messrs. Gerald M. Benstock, Alan D. Schwartz, Michael Benstock, Peter Benstock and Saul Schechter. The current members of the Audit, Stock Option and Compensation Committees are Messrs Manuel Gaetan, Ph.D. and Sidney Kirschner.

The Board of Directors held four meetings during 1998. Directors are

compensated on the basis of \$1,250 quarterly and \$1,000 per meeting attended; Directors attending Audit or Compensation Committee meetings on a day other than the day of the Directors' meeting receive \$300 per meeting of such Committee.

Directors who are full-time employees of the Company receive no extra compensation for their services as Directors.

The Executive Committee is authorized to act in place of the Board of Directors during periods between Board meetings. It met thirteen times during the year.

The Audit Committee held two meetings in 1998. Its principal functions are: recommending to the Board of Directors engagement or discharge of independent auditors; reviewing with independent auditors plans for and results of the audit engagement; considering the degree of independence of the auditors; considering the range of audit fees; and reviewing the scope, adequacy and the results of the Company's internal auditing procedures and accounting controls.

The Compensation Committee met twice during the year. Its principal function is to make recommendations to the Board of Directors with respect to the compensation of officers and Directors.

The Stock Option Committee met twice during the year. Its principal function is to make recommendations to the Board of Directors with respect to the granting of incentive stock options to officers and key employees.

In 1998, each incumbent Director attended a least 75% of all meetings of the Board and of each committee for which he was a member.

See "Certain Transactions" for additional information on certain members of management.

SECURITY OWNERSHIP OF MANAGEMENT AND OTHERS

The following table sets forth, as of December 31, 1998, information as to the beneficial ownership of the Company's Common Stock by (i) each person known to the Company having beneficial ownership of more than 5% of the Company's Common Stock, (ii) each Director, (iii) each executive officer and (iv) all Directors and executive officers as a group:

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<TABLE>  
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SECURITY OWNERSHIP

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)	Percent of Class
<S> Gerald M. Benstock and Mochelle A. Stettner, as Trustees under Will of David L. Benstock 2331 Lehigh Parkway North Allentown, Pennsylvania 18130	<C> 1,248,208 (2)	<C> 15.91%
Gerald M. Benstock 10099 Seminole Blvd. Seminole, FL 33772	978,364 (2) (3) (7)	12.47%
Gerald M. Benstock and Mochelle A. Stettner as Sole Beneficiary and Trustee, Respectively, of the GMB Trust 2331 Lehigh Parkway N. Allentown, PA 18130	783,324	9.98%
Dimensional Fund Advisors, Inc. 1299 Ocean Avenue Santa Monica, California 90401	605,100 (4)	7.71%
Ryback Management Corporation 7711 Carondelet Ave., Box 16900 St. Louis, Missouri 63105	537,600 (5)	6.80%
T. Rowe Price Associates, Inc. 100 East Pratt Street Baltimore, Maryland 21202	456,000 (6)	5.80%
Franklin Advisers 777 Mariner's Island Blvd. San Mateo, CA	446,000 (7)	5.70%
Alan D. Schwartz 10099 Seminole Boulevard Seminole, Florida 33772-2539	193,756 (8)	2.47%
Michael Benstock 10099 Seminole Boulevard Seminole, Florida 33772-2539	191,722 (8)	2.44%
Saul Schechter 10099 Seminole Boulevard Seminole, Florida 33772-2539	163,340 (8)	2.08%

</TABLE>

&lt;TABLE&gt;

<S>	<C>	<C>
Peter Benstock 10099 Seminole Boulevard Seminole, Florida 33772-2539	135,835 (8)	1.73%
Sidney Kirschner 10099 Seminole Boulevard Seminole, Florida 33772-2539	1,000 (8)	0.01%
Manuel Gaetan, Ph.D. 10099 Seminole Blvd. Seminole, Florida 33772-2539	900 (8)	0.01%
All Directors and Executive Officers as a Group (7 persons)	2,876,375 (1) (2) (3) (7)	36.66%

&lt;/TABLE&gt;

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- (1) Except as otherwise indicated, all shares are individually held of record with sole voting and investment power or held of record by relative(s) of the named shareholder and the named shareholder has sole or shared voting and investment power.
- (2) Gerald M. Benstock and the trusts under will of David L. Benstock may be deemed "associates" as that term is defined in the rules and regulations promulgated under the Securities Exchange Act of 1934, as amended. Mr. Benstock and his sister are co-trustees and remaindermen of the trusts under will of David L. Benstock (their father); the extent of their beneficial interest in or ownership of the Company Common Shares owned by the trusts is indeterminable at present. None of the shares held by Mr. Benstock and his sister as trustees are included in the listing for Mr. Benstock.
- (3) Includes 74,240 shares held of record by Mr. Benstock's wife and 84,050 shares held by two trusts in which Mr. Benstock is the trustee and has sole investment power and 783,324 shares in a trust in which Mr. Benstock is the sole beneficiary.
- (4) According to a Schedule 13G filed with the Commission, Dimensional Fund Advisors, Inc. ("Dimensional"), an investment advisor registered under Section 203 of the Investment Advisors Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager to certain other investment vehicles, including commingled group trusts. (These investment companies and investment vehicles are the "Portfolios"). In its role as investment advisor and investment manager, Dimensional possesses both voting and investment power over the securities of the Issuer described in this schedule that are owned by the Portfolios. All securities reported in this schedule are owned by the Portfolios, and Dimensional disclaims beneficial ownership of such securities.
- (5) According to a Schedule 13G filed with the Commission, Ryback Management

Corporation ("Ryback"), a registered investment advisor, is deemed to have beneficial ownership of 537,600 shares; all such shares are held in the portfolio of Lindner Growth Fund, a registered investment company. Ryback has sole power to vote and sole disposition power for all shares.

- (6) According to a Schedule 13G filed with the Commission, these securities are owned by various individual and institutional investors including the T. Rowe Price Small Cap Value Fund, which owns 401,000 shares, representing 5.1% of the shares outstanding), which T. Rowe Price Associates, Inc. ("Price Associates") serves as investment adviser with power to direct

investments and/or sole power to vote the securities. For purposes of the reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities.

(7) According to a Schedule 13G filed with the Commission, Franklin Resources, Inc. ("Franklin"), a registered investment advisor, is deemed to have beneficial ownership of 446,000 shares; all such shares are held in the portfolio of Franklin Advisory Services, Inc. Franklin has sole power to vote and sole disposition power for all shares.

(8) The share ownership given for each of the above includes options, some expiring in 1999, 2000, 2001, 2002 and the balance in 2003, as follows: Mr. G. M. Benstock - 35,750 shares; Mr. Schwartz - 32,000 shares; Mr. M. Benstock - 32,000 shares; Mr. Schechter - 34,000 shares; Mr. P. Benstock - 27,250 shares, Dr. Manuel Gaetan - 900 shares and Mr. Sidney Kirschner - 1,000 shares.

COMPENSATION OF EXECUTIVE OFFICERS

The following table is a summary of the compensation paid or accrued by the Company for the last three fiscal years, for services in all capacities to the Chief Executive Officer and the four other executive officers of the Company who were most highly compensated in the last year.

SUMMARY COMPENSATION TABLE

<TABLE>  
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NAME AND PRINCIPAL POSITION	YEAR	ANNUAL COMPENSATION			LONG TERM COMPENSATION AWARDS OPTIONS (3) (#)	OTHER COMPENSATION (\$ (4))
		SALARY (\$)	BONUS (\$ (1))	OTHER ANNUAL COMPENSATION (\$ (2))		
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Gerald M. Benstock, Chairman and CEO	1998	\$201,500	\$ 90,000	\$11,750	5,500 shares	\$283,780
	1997	201,500	80,000	11,750	6,600 shares	282,140
	1996	201,500	67,000	6,085	8,850 shares	284,400
Alan D. Schwartz, Co-President	1998	240,000	90,000	735	6,000 shares	-
	1997	230,000	92,000	735	7,250 shares	-
	1996	215,543	80,000	735	9,750 shares	-

</TABLE>

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<TABLE>						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Michael Benstock, Co-President	1998	230,000	90,000	735	6,000 shares	-
	1997	217,500	92,000	735	7,250 shares	-
	1996	200,244	80,000	735	9,750 shares	-
Saul Schechter, Executive Vice President	1998	204,500	70,000	735	5,000 shares	-
	1997	196,500	79,000	735	6,000 shares	-
	1996	187,680	55,000	735	8,000 shares	-
Peter Benstock, Senior Vice President	1998	155,000	75,000	735	6,000 shares	-
	1997	140,000	75,000	735	7,250 shares	-
	1996	120,683	65,000	735	8,000 shares	-

(1) Cash bonus payments pursuant to an officers bonus pool as determined by the Compensation Committee and described further in the Report of the Compensation Committee and Stock Option Committee beginning on page 10 of the Proxy Statement.

(2) Automobile allowance provided to executive officers.

(3) Options granted in 1996, 1997 and 1998 were for a period of five years expiring on February 8, 2001, February 6, 2002, and February 5, 2003, respectively, issued under the Company's 1993 Incentive Stock Option Plan.

(4) The Company paid these net premiums under a Split-Dollar Life Insurance



Agreement on behalf of Gerald M. Benstock for the benefit of the Benstock Family Insurance Trust. On January 14, 1991, the Company entered into a Split-Dollar Life Insurance Agreement (the "Agreement") with the Benstock Family Insurance Trust, Michael Benstock and Alan D. Schwartz, Trustees (the "Trust"), pursuant to which the Company has agreed to advance certain sums to the Trust, without interest, to be used to pay the premiums on a life insurance policy obtained from Phoenix Home Life Mutual Insurance Company in the amount of \$10,000,000 on the lives of Gerald M. Benstock and M. Joan Benstock, his spouse. In 1993, an additional \$2,000,000 was added to the trust under an insurance policy from Massachusetts Mutual Life Ins. Co. on the life of Gerald M. Benstock. The Trust was established and the policies obtained for estate planning purposes. Under the terms of the Agreement, the Company is obligated to advance that portion of the premium relating to Mr. Benstock, individually, so long as such premiums are payable under the policy. As of December 31, 1998, the Company had advanced \$283,780 in aggregate for 1998 to the Trust. The Trust has assigned to the Company its interest in the policy as security for repayment of advances. Advances are repayable only upon (1) the death of the survivor of Mr. Benstock and his spouse, (2) the surrender of the policy by the Trust, or (3) the termination of the Agreement prior to the death of Mr. Benstock and his spouse.

The following table details stock option grants made by the Company to the Chief

Executive Officer and the four other most highly compensated executive officers of the Company.

<TABLE>  
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STOCK OPTION GRANTS IN LAST FISCAL YEAR

(a)	(b)	(c)	(d)	(e)	Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term (1)	
					(f)	(g)
Individual Grants						
Name	# of Securities Underlying Options Granted (#) (2)	% of Total Options Granted to Employees in Fiscal Year	Exercise or Base Price (\$/Sh.)	Expiration Date	5% (\$)	10% (\$)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Gerald M. Benstock	5,500	4.1%	\$18.15	2/5/2003	115,822	146,154
Alan D. Schwartz	6,000	4.4%	16.50	2/5/2003	126,352	159,440
Michael Benstock	6,000	4.4%	16.50	2/5/2003	126,352	159,440
Saul Schechter	5,000	3.7%	16.50	2/5/2003	105,293	132,867
Peter Benstock	6,000	4.4%	16.50	2/5/2003	126,352	159,440

</TABLE>

(1) Based on five year option term and annual compounding. The 5% and 10% calculations are set forth in compliance with the Security and Exchange Commission rules. The Company does not necessarily believe that the appreciation calculations in compliance with the rules are indicative of future stock option values.

(2) The grants described in this column were granted by the Company in 1998 pursuant to the Company's 1993 Stock Option Plan. The executive officers are considered for stock option grants by the Stock Option Committee on the same basis as all other employees of the Company. The grants are exercisable until February 5, 2003.

The following table details aggregated stock option exercises in 1998 and stock option values as of December 31, 1998 for unexercised stock options held by the Chief Executive Officer and the four other most highly compensated executive officers of the Company.

AGGREGATED STOCK OPTION EXERCISES IN 1998  
AND STOCK OPTION VALUES AS OF DECEMBER 31, 1998

<TABLE>  
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NAME	SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED (\$)	NUMBER OF UNEXERCISED OPTIONS AT FY-END (#) EXERCISABLE	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT FY-END (\$) <sup>(1)</sup> EXERCISABLE
-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Gerald M. Benstock	-	-	5,500	-
	-	-	6,600	-
	-	-	8,850	28,497
	-	-	8,200	21,894
	-	-	6,600	-
Alan D. Schwartz	-	-	6,000	-
	-	-	7,250	5,438
	-	-	9,750	41,438
	-	-	9,000	33,750
Michael Benstock	-	-	6,000	-
	-	-	7,250	5,438
	-	-	9,750	41,438
	-	-	9,000	33,750
Saul Schechter	-	-	5,000	-
	-	-	6,000	4,500
	-	-	8,000	34,000
	-	-	9,000	33,750
	-	-	6,000	4,500
Peter Benstock	-	-	6,000	-
	-	-	7,250	5,438
	-	-	8,000	34,000
	-	-	6,000	22,500

</TABLE>

(1) At fiscal year end December 31, 1998, the closing stock price was \$14.50 per share on the American Stock Exchange. The numbers shown reflect the value of unexercised options accumulated between 1994 and 1998. The stock options described are options granted under the Company's 1993 Stock Option Plan.

Since 1942, the Company has had a retirement plan (the "Basic Plan") which has been qualified under the Internal Revenue Code. The Basic Plan is a "defined benefit" plan, with benefits normally beginning at age 65, is non-contributory by an employee, and the Company's contributions are not allocated to the account of any particular employee. All employees of the Company (except employees included in a retirement plan negotiated as part of a union contract) are eligible to participate in the Basic Plan. The Company also commenced effective November 1, 1994, the Superior Uniform Group, Inc. Supplemental Pension Plan (the "Supplemental Plan") available to certain eligible employees of the Company. Retirement benefits available under the Supplemental Plan are based on the same provisions as in the qualified plan but ignore the salary limitations imposed by the Internal Revenue Service (\$160,000 in 1998). Accordingly, all eligible employees, regardless of earnings, will receive exactly the same formula distribution upon retirement. The following table shows estimated annual retirement benefits for the Basic Plan and Supplemental

Plan (the "Plan") combined, which are payable to employees of the Company upon retirement in specified compensation and years of service classifications.

<TABLE>  
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PENSION PLAN TABLE

REMUNERATION -----	TOTAL YEARS OF SERVICE AT RETIREMENT (AGE 65 IN 2004)			
	10 -----	15 -----	20 -----	25 OR MORE -----
<C> (1999)	<C>	<C>	<C>	<C>
\$125,000	\$13,590	\$20,385	\$ 27,181	\$ 33,976
150,000	16,840	25,260	33,681	42,101
175,000	20,090	30,135	40,181	50,226
200,000	23,340	35,010	46,681	58,351
225,000	26,590	39,885	53,181	66,476
250,000	29,840	44,760	59,681	74,601
300,000	36,340	54,510	72,681	90,851
350,000	42,840	64,260	85,681	107,101
400,000	49,340	74,010	98,681	123,351
450,000	55,840	83,760	111,681	139,601
500,000	62,340	93,510	124,681	155,851

</TABLE>

The above table shows a projected annual single life annuity with annual retirement benefits which would accrue for various periods of employment at various compensation levels, assuming constant earnings in all future years, continuous employment until age 65, and no change in 1998 Covered Compensation Level. The Plan provides benefits based on years of service and earnings above and below the covered Compensation Base. The normal monthly retirement benefit is 17.5% of an employee's average monthly compensation during the highest paid five years of the ten years immediately preceding retirement up to his Covered Compensation Base plus 32.5% of such average monthly compensation in excess of his Covered Compensation Base, reduced in the event such employee has less than 25 years of service. An employee's compensation includes over-time pay, commissions and any bonus received and therefore includes executive officers compensation as described in Salary and Bonus in the Summary Compensation Table shown above. Of the five most highly compensated executive officers, Mr. G. Benstock and Mr. Schechter have the maximum years of service credited and Mr. Schwartz, Mr. M. Benstock and Mr. P. Benstock have 24, 20 and 16 years service respectively credited under the Plan. The Basic Plan was amended as of November 1, 1989. Prior to the amendment, the Basic Plan provided benefits based on years of service and earnings in excess of the Covered Compensation Base (the wage bases on which maximum Social Security taxes are payable). Benefits accrued to November 1, 1989, under the Basic Plan prior to the recent amendment would be paid, if higher than the sums set forth above.

REPORT OF THE COMPENSATION COMMITTEE AND STOCK OPTION COMMITTEE

The information contained in this section and the following "Performance Graph" are not deemed to be "soliciting material" or to be "filed" with the Commission or subject to Regulation 14A under the Securities Exchange Act of 1934, or to the liabilities of Section 18 of the Securities Exchange Act of 1934.

The following report was prepared by independent Directors Sidney Kirschner and Manuel Gaetan, Ph.D., as the members of the Company's Compensation Committee and Stock Option Committee:

Annual compensation (other than stock option grants) for the executive

officers of the Company are determined by the Compensation Committee of the Company. Stock option grants will be made pursuant to the Company's 1993 Incentive Stock Option Plan, at the discretion of the Stock Option Committee, to the Company's officers and other key employees. The usual components of the annual compensation paid to all of the Company's executive officers are (i) base salary; (ii) a cash bonus awarded pursuant to an informal bonus pool arrangement for Company officers as established by the Compensation Committee; (iii) allocations of contributions made by the Company to the respective accounts of the executive officers under its pension plans; (iv) stock option grants awarded by the Stock Option Committee; (v) a car allowance; and (vi) for the Chief Executive Officer, advances pursuant to the Split Dollar Insurance arrangement described in footnote 4 of the summary compensation table of this Proxy Statement. Each of these components of annual compensation are determined based upon a variety of factors, most of which are subjective.

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The base salaries of the Chief Executive Officer and all other executive officers of the Company are determined each year by the Compensation Committee based on factors and criteria consisting of comparison of similarly situated officers of similar companies, comparison of similarly situated officers of companies of similar size in the locale of the Company, years of service, assigned responsibilities, individual performance, growth of the Company, profitability of the Company and increases in the cost of living. In this connection, each year the Compensation Committee determines, after consultation with the Chief Executive Officer and other executive officers, an overall goal by which the aggregate amount of base salary increases for all employees of the Company, including the Chief Executive Officer and all other executive officers are not generally exceeded. Within such overall goal, individual allocations are then made within each department of the Company such that the aggregate base salaries paid to each member of that department generally comply with the target levels for that department. Generally, the same allocations within the same overall goal is made by the Compensation Committee with respect to the Chief Executive Officer and the other executive officers of the Company.

During the first quarter of each fiscal year of the Company, the Compensation Committee establishes the guidelines for an informal bonus pool in which the Chief Executive Officer, all executive officers and all corporate managers are entitled to participate with a bonus, based upon varying percentages of the base salaries of all executive officers and all corporate managers of the Company, linked to annual pre-tax earnings as a percentage of annual net sales on a graduated basis. Individual allocations are then made by the Compensation Committee with respect to all executive officers of the Company, including the Chief Executive Officer. Criteria and factors for the individual allocations are based on responsibilities, individual performance and direct and indirect contribution to the profitability of the Company.

Inasmuch as each of the Company's pension plans cover all full-time employees (as defined in the Plan) of the Company, awards to all the executive officers under such plan are made on the same basis as are awards of all other participants.

Stock option grants to all executive officers and other key employees of the Company, including the Chief Executive Officer, are made at the discretion of the Stock Option Committee pursuant to the Company's Stock Option Plan. Factors and criteria used by the Stock Option Committee in the award of stock options included individual responsibilities, individual productivity, individual performance, direct and indirect contribution to the profitability of the Company. Any benefits derived from each stock option granted under the Stock Option Plan is directly attributable to any future increase in the value of the Company's common stock.

The automobile allowance awarded to each of the 4 most highly compensated executive officers of the Company has remained similar for the last 3 fiscal years of the Company. The automobile allowance is relatively minimal and is the same for each such executive officer. The allowance awarded to the Chief Executive Officer recognizes the title, function and responsibilities of the Chief Executive Officer and the manner in which he represents the Company.

Except with respect to the car allowance and the advances made annually to the split dollar insurance arrangement on behalf of the Chief Executive Officer, all other annual compensation awarded to the Chief Executive Officer was done on a similar basis, and with similar factors and criteria, as employed with respect to all other executive officers of the Company.

BY: Manuel Gaetan, Ph.D., and Sidney Kirschner

## PERFORMANCE GRAPH

## COMPARISON OF FIVE YEAR CUMULATIVE RETURN\* AMONG SUPERIOR UNIFORM GROUP, INC., S&amp;P 500 INDEX AND S&amp;P TEXTILE APPAREL MANUFACTURERS INDEX\*\*

The following graph, based on data provided by Standard & Poor, shows changes in the value of \$100 invested in December 31, 1993 of: (a) shares of Company common stock; (b) the S&P 500 Index; and (c) the S&P Textile Apparel Manufacturers Index. Total shareholder returns from each investment can be calculated from the year-end investment values shown in the table beneath the graph provided below.

[THE FOLLOWING TABLE WAS REPRESENTED BY A LINE GRAPH IN THE PRINTED MATERIAL]

COMPANY/INDEX	DEC 1993	DEC 1994	DEC 1995	DEC 1996	DEC 1997	DEC 1998
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Superior Uniform Group	100	79.93	63.62	92.23	112.97	105.96
S&P 500 Index	100	101.32	139.40	171.40	228.59	293.91
Textiles (Apparel)	100	97.94	109.99	151.12	162.97	141.04

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\* Total return assumes reinvestment of dividends.

\*\* Fiscal year ending December 31st.

Note: The stock price performance shown on the graph above is not necessarily indicative of future price performance.

## COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The members of the Company's Compensation Committee and the Stock Option Committee are Sidney Kirschner and Manuel Gaetan, Ph.D. Neither individual has at any time been an officer of the Company.

## CERTAIN TRANSACTIONS

As authorized by Section 607.0850(12) of the Florida Business Corporation Act, the Company maintains insurance to indemnify it and its Directors and officers from certain liabilities to the extent permitted by law; such insurance is in the face amount of \$10,000,000 with Federal Insurance Company, under contract dated August 27, 1997 at an annual premium of \$84,375. No sums have been paid or sought under any such indemnification insurance.

## COMPLIANCE WITH SECTION 16(a) OF THE SECURITIES EXCHANGE ACT OF 1934

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's Directors, officers and holders of more than 10% of the Company's Common Stock to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of Common Stock and any other equity securities of the Company. To the Company's knowledge, based solely upon a review of the forms and reports filed with the Company by such persons, all such Section 16(a) filing requirements were complied with in 1998.

## INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

The Board of Directors has, subject to ratification by the Company's

shareholders, appointed Deloitte & Touche LLP, independent certified public accountants, to audit the financial statements of the Company for the year ending December 31, 1999; said firm has served as the Company's auditors for more than 30 years. The appointment was made on the recommendation of the Audit Committee.

The Company expects representatives of Deloitte & Touche LLP to be present at and available to respond to appropriate questions at the Annual Meeting. Representatives of Deloitte & Touche LLP will have the opportunity to make a statement if they so desire.

Stockholder ratification of the Company's independent certified public accountants is not required by the Company's By-Laws or otherwise. The Board of Directors has elected to seek such ratification as a matter of good corporate practice and unanimously recommends a vote "FOR" such ratification of the appointment of Deloitte & Touche LLP, independent certified public accountants, to serve as the Company's auditors for the year 1999. If the shareholders do not ratify this

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appointment, the Audit Committee will consider recommending to the Board of Directors the appointment of other auditors.

#### OTHER BUSINESS

Management of the Company does not know of any other business that may be presented at the Meeting. If any matter not described herein should be presented for stockholder action at the Meeting, the persons named in the enclosed Proxy will vote the shares represented thereby in accordance with their best judgment.

#### STOCKHOLDER PROPOSALS FOR PRESENTATION AT THE 2000 ANNUAL MEETING

If a shareholder desires to present a proposal for action at the annual meeting of shareholders to be held in 2000, and such proposal conforms to the rules and regulations of the Securities and Exchange Commission and is in accordance with other federal laws as well as the laws of the State of Florida, such proposal must be received by the Company by November 30, 1999, to be included in the Company's Proxy Statement and proxy for such 2000 meeting.

By Order of the Board of Directors

/s/ Andrew D. Demott, Jr.

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ANDREW D. DEMOTT, JR.  
Secretary

Dated: March 26, 1999

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SUPERIOR UNIFORM GROUP, INC.

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS

The undersigned hereby appoints GERALD M. BENSTOCK, SAUL SCHECHTER, and ALAN D. SCHWARTZ, or any one of them, as proxies with full power of substitution, to represent and to vote the shares of the undersigned at the Annual Meeting of Shareholders to be held at 10 A.M. (local time) on Friday, May 7, 1999 at the offices of the Company, 10099 Seminole Blvd., Seminole, Florida, and at any adjournment or postponement thereof, as instructed on the reverse side.

(Continued on reverse side)

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSALS 1 AND 2.

Please mark your  
votes as indicated [X]  
in this example

PROPOSAL 1. To elect seven Directors as set forth in the Proxy Statement:

FOR all nominees  
listed to the right  
(except as marked  
to the contrary)  
[ ]

WITHHOLD  
AUTHORITY  
to vote for all nominees  
listed to the right  
[ ]

Nominees: Gerald M. Benstock, Alan D. Schwartz, Michael Benstock,  
Saul Schechter, Peter Benstock, Manual Gaetan and Sidney Kirschner.

(Instructions: To withhold authority to vote for any  
individual nominee(s), write that nominee's name on  
the space provided below.)

Please check this box  
if you plan to attend  
the Annual Meeting of  
Shareholders [ ]

PROPOSAL 2. To ratify the appointment of  
Deloitte & Touche LLP as the Company's  
independent auditors for the year 1999.

OTHER BUSINESS. The proxies are authorized to vote in their discretion upon such  
other business as may properly come before the meeting and any adjournment or  
postponement thereof.

FOR        AGAINST        ABSTAIN  
[ ]        [ ]        [ ]

This proxy when properly executed will be voted in the manner directed herein  
by the undersigned. If not otherwise specified, this proxy will be voted FOR  
Proposals 1 and 2.

Note: Please sign your name exactly as it appears  
herein. When signing as attorney, executor,  
administrator, trustee, guardian or corporate  
officer, please give your full title as such.

-----  
Signature

-----  
Signature

Date: \_\_\_\_\_ 19 \_\_\_\_\_

Please sign, date and return this proxy promptly  
in the enclosed business reply envelope.

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