

DYBSKY THOMAS
Form 4
February 07, 2012

FORM 4

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

OMB APPROVAL

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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 *
DYBSKY THOMAS

2. Issuer Name and Ticker or Trading Symbol
TENNANT CO [TNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
701 NORTH LILAC DR.

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Administration

(Street)
MINNEAPOLIS, MN 55422

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

(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 | 02/03/2012 | | M ⁽¹⁾ | 5,696 A \$ 36.68 | 12,462 | D | |
| Common Stock | 02/03/2012 | | M ⁽¹⁾ | 2,837 A \$ 36.68 | 15,299 | D | |
| Common Stock | 02/03/2012 | | S ⁽¹⁾ | 8,533 D \$ 39.8658 | 6,766 | D | |
| Common Stock | | | | | 3,400.2391 | I | ESOP & Profit Sharing |

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The stock option exercises and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 9, 2011.

- (2) Reflects the weighted average price of 8,533 shares of Common Stock of Tennant Company sold by the reporting person in multiple transactions on February 3, 2012 with sale prices ranging from \$39.42 to \$39.95. The reporting person undertakes to provide upon request by the U.S. Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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