

DYBSKY THOMAS

Form 4

February 26, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DYBSKY THOMAS

(Last) (First) (Middle)

701 NORTH LILAC DR.

(Street)

MINNEAPOLIS, MN 55422

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP, Administration

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/22/2013		A	Amount 1,294 (1)	\$ 0	8,700	D
Common Stock	02/25/2013		M	11,000	\$ 20.815	19,700	D
Common Stock	02/25/2013		S	11,000	D \$ 47.5	8,700	D
Common Stock	02/26/2013		F	580	D \$ 45.73	8,120	D
Common Stock						3,588.5821	I
							ESOP & Profit Sharing

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

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(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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 47.03	02/22/2013		A		6,191		<u>(2)</u>	02/22/2023	Common Stock	6,191
Stock Option (right to buy)	\$ 20.815	02/25/2013		M		11,000		02/17/2007	02/17/2014	Common Stock	11,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DYBSKY THOMAS 701 NORTH LILAC DR. MINNEAPOLIS, MN 55422	VP, Administration

Signatures

/s/ Amy M. Jensen on behalf of Thomas J.
Dybsky 02/26/2013

__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) Restricted stock grant made pursuant to the 2013 Long-Term Incentive Plan vesting on February 22, 2016.

(2) Options exercisable in one-third increments on each of February 22, 2014, February 22, 2015 and February 22, 2016.

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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