

DYBSKY THOMAS
Form 4
March 01, 2011

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 *
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)
02/25/2011

____ 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	02/25/2011		S	10,000 D 40.42	5,589	D	
Common Stock	02/25/2011		A	1,427 (2) A \$ 0	7,016	D	
Common Stock	03/01/2011		M	3,550 (4) A (4)	10,566	D	
Common Stock	03/01/2011		F	1,161 D \$ 40.65	9,405	D	
Common Stock					3,241.8652	I	ESOP & Profit

Sharing

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right to buy)	\$ 40.21	02/25/2011		A	6,906	<u>(3)</u> 02/25/2021	Common Stock	6,906
Deferred Stock Units								
- Short-Term Incentive Plan	<u>(4)</u>	03/01/2011		M	3,550 <u>(4)</u>	<u>(4)</u> <u>(4)</u>	Common Stock	3,550

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

03/01/2011

**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) The sales price represents the weighted average sales price ranging in price from \$40.39 to \$40.51.
- (2) Restricted stock grant made pursuant to the 2011 Long-Term Incentive Plan vesting on February 25, 2014.
- (3) Options exercisable in one-third increments on each of February 25, 2012, February 25, 2013 and February 25, 2014.

(4) This is a payout of Short Term Incentive Plan Annual Bonus Deferred Stock Units granted February 29, 2008, and are governed under the 2007 Stock Incentive Plan. Units were granted at a rate of \$1.20 for each dollar of bonus earned. The units are converted on a one-for-one basis and are to be settled in 100% Tennant Common Stock. The units themselves (2,779) vested at the time of the grant; the 20% premium (556 units) vested on March 1, 2011 and dividends were converted into additional Deferred Stock Units (215).

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.