

TENNANT CO  
Form SC 13G/A  
February 07, 2011

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 4)\*

Tennant Company  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

880345103  
(CUSIP Number)

December 31, 2010  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- S            Rule 13d-1(b)  
..            Rule 13d-1(c)  
..            Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 880345103

1 NAME OF REPORTING PERSONS

Keeley Asset Management Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)   
 GROUP (SEE INSTRUCTIONS) (b)

Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

5 SOLE VOTING POWER

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

1,397,780  
 6 SHARED VOTING POWER

0  
 7 SOLE DISPOSITIVE POWER

1,431,330  
 8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,431,330 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES   
 CERTAIN SHARES (SEE INSTRUCTIONS)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.5% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

(1) The percent ownership calculated is based upon an aggregate of 18,990,233 shares outstanding as of October 28, 2010.

CUSIP No. 880345103

1 NAME OF REPORTING PERSONS

Keeley Small Cap Value Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)   
 GROUP (SEE INSTRUCTIONS) (b)

Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

5 SOLE VOTING POWER

NUMBER OF  
 SHARES 0  
 BENEFICIALLY 6 SHARED VOTING POWER  
 OWNED BY

EACH 7 SOLE DISPOSITIVE POWER  
 REPORTING

PERSON 8 SHARED DISPOSITIVE POWER  
 WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,085,000 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES   
 CERTAIN SHARES (SEE INSTRUCTIONS)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.7% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IV

(1) The percent ownership calculated is based upon an aggregate of 18,990,233 shares outstanding as of October 28, 2010.

CUSIP No. 880345103

1 NAME OF REPORTING PERSONS

John L. Keeley, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)  (b)

Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 0 SHARED VOTING POWER

7 0 SOLE DISPOSITIVE POWER

8 0 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

570 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.003% (1)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) The percent ownership calculated is based upon an aggregate of 18,990,233 shares outstanding as of October 28, 2010.

CUSIP No. 880345103

Item 1(a). Name of Issuer:

Tennant Company

Item 1(b). Address of Issuer's Principal Executive Offices:

701 North Lilac Drive, P. O. Box 1452, Minneapolis, MN 55440

Item 2(a). Name of Person Filing:

The persons filing this Schedule 13G are:

- (i) Keeley Asset Management Corp.
- (ii) Keeley Small Cap Value Fund, a series of Keeley Funds, Inc.
- (iii) John L. Keeley, Jr.

Item 2(b). Address of Principal Business Office or, if none, Residence:

- (i)-(iii) 401 South LaSalle Street, Chicago, Illinois 60605

Item 2(c). Citizenship:

- (i) Keeley Asset Management Corp. is an Illinois corporation.
- (ii) Keeley Funds, Inc. is a Maryland corporation.
- (iii) John L. Keeley, Jr. is a citizen of the United States.

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

880345103

Item 3. If this statement is filed pursuant to sections 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E).

CUSIP No. 880345103

Item 4. Ownership:

Keeley Asset Management Corp.

- (a) Amount Beneficially Owned: 1,431,330 (2)
- (b) Percent of Class: 7.5%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 1,397,780
  - (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 1,431,330
- (iv) shared power to dispose or to direct the disposition of: 0

Keeley Small Cap Value Fund

- (a) Amount Beneficially Owned: 1,085,000 (2)
- (b) Percent of Class: 5.7%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 0
- (iv) shared power to dispose or to direct the disposition of: 0

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(2) Keeley Asset Management Corp. and Keeley Small Cap Value Fund share beneficial ownership over the same 1,085,000 shares.

CUSIP No. 880345103

John L. Keeley, Jr.

(a) Amount Beneficially Owned: 570

(b) Percent of Class: 0.003 %

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 0

(iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class:

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

N/A

Item 8. Identification and Classification of Members of the Group:

N/A

Item 9. Notice of Dissolution of Group:

N/A

CUSIP No. 880345103

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits.

1. Agreement to file Schedule 13G jointly (previously filed as Exhibit 1 to the reporting parties' Schedule 13G filed February 16, 2010).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 7, 2011  
KEELEY ASSET MANAGEMENT CORP.

By: /s/ John L. Keeley, Jr.  
John L. Keeley, Jr., President

KEELEY FUNDS, INC.

By: /s/ John L. Keeley, Jr.  
John L. Keeley, Jr., President

/s/ John L. Keeley, Jr.  
John L. Keeley, Jr.



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(iii)

Sole power to dispose or to direct the disposition of:

WDR: 2,281,047 (indirect)

WRFSI: 2,281,047 (indirect)

WRI: 2,281,047 (indirect)

WRIMCO: 2,281,047 (direct)

(iv)

Shared power to dispose or to direct the disposition of: 0

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Item 5: Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: [ ]

Item 6: Ownership of More than Five Percent on Behalf of Another Person:

The clients of WRIMCO, including investment companies registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive dividends from as well as the proceeds from the sale of such securities.

Item 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

See Attached Exhibit 2.

Item 8: Identification and Classification of Members of the Group:

Not Applicable.

Item 9: Notice of Dissolution of Group:

Not Applicable.

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Item 10:

Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 8, 2005

Waddell & Reed Financial, Inc.

By: /s/ Wendy J. Hills

Name: Wendy J. Hills  
Title: Vice President

Waddell & Reed Financial Services, Inc.

By: /s/ Wendy J. Hills

Name: Wendy J. Hills  
Title: Attorney-In-Fact

Waddell & Reed, Inc.

By: /s/ Wendy J. Hills

Name: Wendy J. Hills  
Title: Attorney-In-Fact

Waddell & Reed Investment Management Company

By: /s/ Wendy J. Hills

Name: Wendy J. Hills  
Title: Attorney-In-Fact

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EXHIBIT INDEX

Exhibit No.	Description
1	Joint Filing Agreement
2	Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company
3	Power of Attorney

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