

Wilson Heidi M
Form 4
March 01, 2011

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 *
Wilson Heidi M

(Last) (First) (Middle)

TENNANT COMPANY, LEGAL DEPT., MD 16, 701 N. 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)
02/25/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP, General Counsel and Sec'y

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/25/2011 | | A | | 1,284 (1) | A | \$ 0 |
| Common Stock | 03/01/2011 | | M | | 702 (3) | A | (3) |
| Common Stock | 03/01/2011 | | F | | 230 | D | \$ 40.65 |
| Common Stock | | | | | | | 3,166.6893 |
| | | | | | | I | ESOP & Profit Sharing |

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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy) | \$ 40.21 | 02/25/2011 | | A | 6,215 | <u>(4)</u> 02/25/2021 | Common Stock | 6,215 |
| Deferred Stock Units | | | | | | | | |
| - Short-Term Incentive Plan | <u>(3)</u> | 03/01/2011 | | M | 702 <u>(3)</u> | <u>(3)</u> <u>(3)</u> | Common Stock | 702 <u>(3)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wilson Heidi M TENNANT COMPANY, LEGAL DEPT., MD 16 701 N. LILAC DR. MINNEAPOLIS, MN 55422 | | | VP, General Counsel and Sec'y | |

Signatures

/s/ Amy M. Jensen on behalf of Heidi M. Wilson

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) Restricted stock grant made pursuant to the 2011 Long-Term Incentive Plan vesting on February 25, 2014.

(2) This number takes into account the current transaction reported, plus 336.683 shares previously acquired under the dividend reinvestment plan and a previous calculation error of 1 share.

(3) 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 (550) vested at the time of the grant; the 20% premium (110 units) vested on March 1, 2011 and dividends were converted into additional Deferred Stock Units (42).

(4) Options exercisable in one-third increments on each of February 25, 2012, February 25, 2013 and February 25, 2014.

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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