

TENNANT CO  
Form 4  
October 30, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
Schaefer Michael

(Last) (First) (Middle)

TENNANT COMPANY, 701  
NORTH LILAC DRIVE, MD 16

(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)  
10/28/2013

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)  
SVP, Chief Technical Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 10/28/2013                           |  | M                              |   | 5,000 A \$ 24.21  | 9,111  | D   |
| Common Stock                    | 10/28/2013                           |  | S                              |   | 5,000 D \$ 60.8779 (1)  | 4,111  | D   |
| Common Stock                    | 10/28/2013                           |  | G                              |   | 832 D \$ 0  | 3,279  | D   |
| Common Stock                    | 10/29/2013                           |  | M                              |   | 5,000 A \$ 24.21  | 8,279  | D   |
| Common Stock                    | 10/29/2013                           |  | S                              |   | 2,500 D \$ 60.5139  | 5,779  | D   |

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|              |            |   |       |   |                             |          |   |                       |
|--------------|------------|---|-------|---|-----------------------------|----------|---|-----------------------|
| Common Stock | 10/29/2013 | S | 2,500 | D | <u>(2)</u><br>\$<br>60.5344 | 3,279    | D |                       |
| Common Stock |            |   |       |   | <u>(3)</u>                  | 697.6027 | 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) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Stock Option (right to buy)                | \$ 24.21   | 10/28/2013                           |  | M                              | 5,000   | 02/26/2013 02/26/2020                                    | Common Stock  | 5,000                         |                            |
| Stock Option (right to buy)                | \$ 24.21   | 10/29/2013                           |  | M                              | 5,000   | 02/26/2013 02/26/2020                                    | Common Stock  | 5,000                         |                            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Schaefer Michael<br>TENNANT COMPANY<br>701 NORTH LILAC DRIVE, MD 16<br>MINNEAPOLIS, MN 55422 |               |           | SVP, Chief Technical Officer |       |

## Signatures

/s/ Amy M. Jensen on behalf of Michael W.  
Schaefer

10/30/2013

\_\_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) Reflects the weighted average price of 5,000 shares of Common Stock of Tennant Company sold by the reporting person in multiple transactions on October 28, 2013 with sale prices ranging from \$60.59 to \$61.03. 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.
  - (2) Reflects the weighted average price of 2,500 shares of Common Stock of Tennant Company sold by the reporting person in multiple transactions on October 29, 2013 with sale prices ranging from \$60.45 to \$60.57. 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.
  - (3) Reflects the weighted average price of 2,500 shares of Common Stock of Tennant Company sold by the reporting person in multiple transactions on October 29, 2013 with sale prices ranging from \$60.50 to \$60.5601. 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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