

DYBSKY THOMAS
Form 4
March 03, 2009

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)
02/27/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Administration

(Street)

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

MINNEAPOLIS, MN 55422

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/27/2009		A		2,181 (1)	A	\$ 10.08
Common Stock					1,959.8132	I	ESOP & Profit Sharing

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

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SEC 1474
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (option to buy)	\$ 10.08	02/27/2009		A	31,313	<u>(2)</u> 02/27/2019	Common Stock 31,313
Restricted Stock Units (cash settled)	<u>(3)</u>	02/27/2009		A	2,908 <u>(3)</u>	02/27/2012 02/27/2012	Common Stock 2,908

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/ Timothy Phillips, as
Attorney-in-Fact

03/03/2009

**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 number of shares following the reported transaction also reflects a one share adjustment. Due to rounding the number of shares, the reporting person's prior Form 4 understated the shares forfeited by one share.

(2) Options exercisable in one-third increments on each of February 27, 2010, February 27, 2011 and February 27, 2012.

(3) Restricted stock unit grant made pursuant to the 2009 Long-Term Incentive Plan vesting on February 27, 2012. Each restricted stock unit is the economic equivalent of one share of Tennant Common stock and will be payable in case at fair market value at time of conversion.

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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