

Wilson Heidi M
Form 4/A
January 14, 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 *
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)
02/29/2008

4. If Amendment, Date Original Filed (Month/Day/Year)
03/04/2008

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|---------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|---------------------------------|

Edgar Filing: Wilson Heidi M - Form 4/A

| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | (Instr. 5) |
|--|------------------------------|------------------|------------|---|------|-----|-----|-----|------------------|-----------------|--------------|----------------------------|------------|
| Deferred Stock Units - Short Term Incentive Plan | \$ 36.02 | 02/29/2008 | A | 550 | | (1) | (1) | | | | Common Stock | 550 | \$ 0 |
| Deferred Stock Units - Long Term Incentive Plan | \$ 36.02 | 02/29/2008 | A | 942 | | (2) | (2) | | | | Common Stock | 942 | \$ 0 |

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 01/14/2011

__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).
- These are Short Term Incentive Plan Annual Bonus Deferred Stock Units granted 2/29/2008, and governed under the 2007 Stock Incentive Plan. Units are granted at a rate of \$1.20 for each dollar of bonus earned. The units are to be settled in 100% Tennant Common (1) Stock. The units themselves vest at the time of the grant; the 20% premium vests three years after the grant. Dividends are converted into additional Deferred Stock Units and also vest three years after the grant. This Form 4 amendment was filed to correctly reflect the number of units granted on 2/29/2008.

Edgar Filing: Wilson Heidi M - Form 4/A

- (2) These are Long Term Incentive Plan Deferred Stock Units granted 2/29/2008, and governed under the 2007 Stock Incentive Plan. Units are granted at a rate of \$1.00 for each dollar of bonus earned. The units accrue interest quarterly in the form of Deferred Stock Units and are to be settled in 100% Tennant Common Stock upon termination of employment. The units themselves vest at the time of the grant. The original Form 4 inadvertently omitted this grant of units.

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.