

Eckert Andrew J
 Form 4
 February 26, 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 *
 Eckert Andrew J

(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)
 02/22/2013

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)
 Vice President, The Americas

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	02/22/2013		A		1,445 (1) \$ 0	D	
Common Stock	02/25/2013		M		2,207 A \$ 10.08	D	
Common Stock	02/25/2013		S		2,207 D \$ 47.3395 (2)	D	
Common Stock	02/26/2013		F		507 D \$ 45.73	D	
Common Stock	02/26/2013		M		4,457 (3) (3) 13,172	D	

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Common Stock	02/26/2013	F	1,458	D	\$ 45.73	11,714	D	
Common Stock	02/26/2013	M	8,900	A	\$ 10.08	20,614	D	
Common Stock	02/26/2013	S	8,900	D	\$ 45.8873 (4)	11,714	D	
Common Stock						2,678.2882	I	ESOP & Profit Sharing

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (right to buy)	\$ 47.03	02/22/2013		A	6,914	(5) 02/22/2023	Common Stock	6,914
Stock Option (right to buy)	\$ 10.08	02/25/2013		M	2,207	02/27/2012 02/27/2019	Common Stock	2,207
Deferred Stock Units - Short-Term Incentive Plan	(3)	02/26/2013		M	4,457	(3) (3)	Common Stock	4,457
Stock Option	\$ 10.08	02/26/2013		M	8,900	02/27/2012 02/27/2019	Common Stock	8,900

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eckert Andrew J TENNANT COMPANY, LEGAL DEPT., MD 16 701 N. LILAC DR. MINNEAPOLIS, MN 55422			Vice President, The Americas	

Signatures

/s/ Amy M. Jensen on behalf of Andrew J. Eckert 02/26/2013

__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) Restricted stock grant made pursuant to the 2013 Long-Term Incentive Plan vesting on February 22, 2016.
Reflects the weighted average price of 2,207 shares of Common Stock of Tennant Company sold by the reporting person in multiple transaction on February 25, 2013 with sale prices ranging from \$47.00 to \$47.628. 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) This is a payout of Deferred Stock Units granted Febraury 26, 2010, 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 pertaining to the 2009 Short-Term Incentive Plan, converted on a one-for-one basis and are to be settled in 100% Tennant Common Stock. The units themselves (3,526) vested at the time of the grant; the 20% premium (705 units) vested on February 26, 2013; and dividends were converted into additional Deferred Stock Units (226).
- (4) Reflects the weighted average price of 8,900 shares of Common Stock of Tennant Company sold by the reporting person in multiple transaction on February 26, 2013 with sale prices ranging from \$45.6027 to \$46.26. 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.
- (5) Options exercisable in one-third increments on each of February 22, 2014, February 22, 2015 and February 22, 2016.

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.