

Eckert Andrew J
 Form 4
 February 26, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 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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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 (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.

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