Schaefer Michael Form 4 March 03, 2009

### FORM 4

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

**OMB APPROVAL** OMB

3235-0287 Number: January 31,

Expires: 2005 Estimated average

0.5

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

(Print or Type Responses)

1. Name and Address of Reporting Person \* Schaefer Michael

Symbol

5. Relationship of Reporting Person(s) to Issuer

TENNANT CO [TNC]

(First) (Middle) (Last)

(Street)

(State)

02/27/2009

3. Date of Earliest Transaction

(Month/Day/Year) 02/27/2009

Director 10% Owner X\_ Officer (give title Other (specify

(Check all applicable)

below) below) VP, Chief Technical Officer

TENNANT COMPANY, 701 NORTH LILAC DRIVE, MD 16

> 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Transaction(s) (Instr. 3 and 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

D

MINNEAPOLIS, MN 55422

(City)

Common

Stock

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A) Code V Amount (D) Price

1,722 \$ A 4,555 (1) 10.08

ESOP & Common I Profit 237.9852 Stock Sharing

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

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#### Edgar Filing: Schaefer Michael - Form 4

# 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 or 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	24,734	<u>(2)</u>	02/27/2019	Common Stock	24,734
Restricted Stock units (cash settled)	(3)	02/27/2009		A	2,297 ( <u>3)</u>	02/27/2012	02/27/2012	Common Stock	2,297

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Funct/Function	Director	10% Owner	Officer	Other		
Schaefer Michael TENNANT COMPANY 701 NORTH LILAC DRIVE, MD 16 MINNEAPOLIS, MN 55422			VP, Chief Technical Officer			

## **Signatures**

/s/ Timothy Phillips, as Attorney-in-Fact

03/03/2009 Date

\*\*Signature of Reporting Person

### **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 2009 Long-Term Incentive Plan vesting on February 27, 2012.
- (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. 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.

Reporting Owners 2