

BALAGNA JEFFREY A
 Form 4
 August 30, 2012

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 *
 BALAGNA JEFFREY A

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)

3. Date of Earliest Transaction (Month/Day/Year)
 08/28/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O TENNANT COMPANY, 701 N. LILAC DRIVE

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/28/2012		M		2,000	A	\$ 19.14 12,614
Common Stock	08/28/2012		M		2,000	A	\$ 17.925 14,614
Common Stock	08/28/2012		M		2,000	A	\$ 26.6 16,614
Common Stock	08/28/2012		M		2,000	A	\$ 32.17 18,614
Common Stock	08/28/2012		M		2,000	A	\$ 35.61 20,614

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Common Stock	08/28/2012	M	2,000	A	\$ 19.54	22,614	D
Common Stock	08/28/2012	S	12,000	D	\$ 42.2327 <u>(1)</u>	10,614	D

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 19.14	08/28/2012		M	2,000	06/01/2007 06/01/2014	Common Stock	2,000
Stock Option (right to buy)	\$ 17.925	08/28/2012		M	2,000	05/09/2008 05/09/2015	Common Stock	2,000
Stock Option (right to buy)	\$ 26.6	08/28/2012		M	2,000	05/04/2009 05/04/2016	Common Stock	2,000
Stock Option (right to buy)	\$ 32.17	08/28/2012		M	2,000	05/04/2010 05/04/2017	Common Stock	2,000
Stock Option (right to buy)	\$ 35.61	08/28/2012		M	2,000	04/29/2011 04/29/2018	Common Stock	2,000

Stock Option (right to buy)	\$ 19.54	08/28/2012	M	2,000	05/12/2012	05/12/2019	Common Stock	2,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALAGNA JEFFREY A C/O TENNANT COMPANY 701 N. LILAC DRIVE MINNEAPOLIS, MN 55422		X		

Signatures

/s/ Amy M Jensen on behalf of Jeffrey A. Balagna	08/30/2012
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Reflects the weighted average price of 12,000 shares of Common Stock of Tennant Company sold by the reporting person in multiple transactions on August 28, 2012 with sale prices ranging from \$42.15 to \$42.2501. 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.

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.