

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

(Last) (First) (Middle)

C/O TENNANT COMPANY, 701 N. LILAC DRIVE

(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)  
 08/28/2012

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)

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                    | 08/28/2012                           |  | M                              |   | 2,000   | A  | \$ 19.14  | 12,614 | D |  |
| Common Stock                    | 08/28/2012                           |  | M                              |   | 2,000   | A  | \$ 17.925   | 14,614 | D |  |
| Common Stock                    | 08/28/2012                           |  | M                              |   | 2,000   | A  | \$ 26.6   | 16,614 | D |  |
| Common Stock                    | 08/28/2012                           |  | M                              |   | 2,000   | A  | \$ 32.17  | 18,614 | D |  |
| Common Stock                    | 08/28/2012                           |  | M                              |   | 2,000   | A  | \$ 35.61  | 20,614 | D |  |

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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 | \$<br>42.2327<br><u>(1)</u> | 10,614 | D |

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 (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 (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<br>Option<br>(right to<br>buy) | \$ 19.54 | 08/28/2012 | M | 2,000 | 05/12/2012 | 05/12/2019 | Common<br>Stock | 2,000 |
|--------------------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|

## Reporting Owners

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

## Signatures

|   |                     |
|---|---------------------|
| /s/ Amy M Jensen on behalf of Jeffrey A.<br>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.