

GENERAC HOLDINGS INC.

Form 4

February 18, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MINICK RUSSELL S

2. Issuer Name **and** Ticker or Trading
Symbol
GENERAC HOLDINGS INC.
[GNRC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O GENERAC HOLDINGS
INC., P.O. BOX 8

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2015

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Executive Vice President

WAUKESHA, WI 53189

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	02/13/2015		A	2,981 (1)	A \$ 0 48,036	D	
Common Stock, par value \$0.01 per share	02/13/2015		M	11,260	A \$ 6.15 59,296	D	
Common Stock, par value \$0.01	02/13/2015		F	4,779	D \$ 49.7 54,517	D	

per share

Common

Stock, par
value \$0.01

02/17/2015

S

12,636

D

\$

50.12

41,881

D

per share

(3)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 49.7	02/13/2015		A		14,126		<u>(2)</u>	02/13/2025	Common Stock	14,126
Stock Option (Right to Buy)	\$ 6.15 <u>(4)</u>	02/13/2015		M		11,260		<u>(2)</u>	08/22/2021	Common Stock	11,260

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MINICK RUSSELL S C/O GENERAC HOLDINGS INC. P.O. BOX 8 WAUKESHA, WI 53189	Executive Vice President

Signatures

/s/York Ragen,
Attorney-in-fact

02/18/2015

**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) Subject to Mr. Minick's continued service through the vesting date, the Restricted Shares shall all vest in equal installments on each of the first three (3) anniversaries of the Date of Grant.
- (2) Options shall vest in equal installments on each of the first four (4) anniversaries of the Date of Grant.

The shares were sold in multiple transactions at prices ranging from \$50.00 to \$50.27, inclusive. The reporting person undertakes to
- (3) provide the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.

Reported price reflects adjustment made, pursuant to the terms of the Company's 2010 Equity Incentive Plan, to reflect both a special
- (4) cash dividend of \$6 per share paid on June 29, 2012 to stockholders of record as of June 20, 2012 and a \$5 per share paid on June 21, 2013 to stockholders of record as of June 12, 2013.

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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