

Schaefer Michael
Form 4/A
August 12, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Schaefer Michael

(Last) (First) (Middle)

TENNANT COMPANY, 701
NORTH LILAC DRIVE, MD 16

(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)
08/02/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
08/04/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Chief Technical Officer

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	08/02/2011		M		1,189 (1) \$ 10.08	7,244 (3)	D
Common Stock	08/02/2011		S		1,189 (4) \$ 43.9427	6,055 (3)	D
Common Stock	08/03/2011		M		5,000 (2) \$ 10.08	11,055 (3)	D
Common Stock	08/03/2011		S		5,000 \$ 41.5	6,055 (3)	D

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

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(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)	\$ 10.08	08/02/2011		M	1,189 <u>(1)</u>	02/27/2011 02/27/2019	Common Stock	1,189 <u>(1)</u>
Stock Option (right to buy)	\$ 10.08	08/03/2011		M	5,000 <u>(2)</u>	02/27/2011 02/27/2019	Common Stock	5,000

Reporting Owners

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

Signatures

/s/ Amy M. Jensen on behalf of Michael W. Schaefer 08/12/2011

__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)

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This Form 4 amendment was filed to correctly reflect the number of options exercised by the reporting person and the date that the option exercise occurred.

- (2) This option exercise was omitted from the reporting person's original Form 4.
- (3) This number was adjusted to correctly reflect the amount of securities beneficially owned following the reported transaction.

- (4) Reflects the weighted average price of 1,189 shares of Common Stock of Tennant Company sold by the reporting person in multiple transactions on August 2, 2011, with sales prices ranging from \$43.83541 to \$44.00 per share. 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) This number was adjusted to correctly reflect the number of derivative securities beneficially owned following the reported transaction.

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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