

Tabat Dawn
Form 4
June 07, 2012

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tabat Dawn

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)
GENERAC HOLDINGS INC., P.O.
BOX 8

3. Date of Earliest Transaction
(Month/Day/Year)
06/05/2012

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Chief Operating Officer

(Street)
WAUKESHA, WI 53189

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

(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 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	06/05/2012		S	20,000	D	\$ 23.98 (1)	1,355,483 D
Common Stock, par value \$0.01 per share	06/05/2012		M	8,500	A	\$ 13	1,363,983 D
Common Stock, par value \$0.01	06/05/2012		F	5,866	D	\$ 24.17	1,358,117 D

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per share

Common

Stock, par
value \$0.01

06/06/2012

S

2,634

D

\$ 24.5 1,355,483

D

per share

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. I	
				Code	V	(A)	(D)	Title	Amount or Number of Shares	
Stock Option	\$ 13	06/05/2012		M		8,500	<u>(2)</u>	02/10/2020	Common Stock	8,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Tabat Dawn
GENERAC HOLDINGS INC.
P.O. BOX 8
WAUKESHA, WI 53189

Chief Operating Officer

Signatures

/S/York Ragen,
Attorney-in-fact

06/07/2012

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).

- The price reported is the average weighted price. The shares were sold pursuant to the terms of a trading plan, adopted March 14, 2012, under Rule 10b5-1 by Ms. Tabat. The shares were sold in multiple transactions at prices ranging from \$23.90 to \$24.28, inclusive. The reporting person undertakes to 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.
- (1)
- (2) The option provides for vesting in five equal annual installments beginning on February 10, 2011, subject in each case to Ms. Tabat's continued employment with Generac Holdings Inc. through the vesting date.

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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