TENNANT CO Form 4 March 03, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

See Instruction

| 1. Name and Address of Reporting Person * PAULSON THOMAS | 2. Issuer Name and Ticker or Trading Symbol TENNANT CO [TNC] | 5. Relationship of Reporting Person(s) to Issuer | | |
|--|--|--|--|--|
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | (Check all applicable) Director 10% Owner | | |
| TENNANT COMPANY, 701 N. LILAC DRIVE | (Month/Day/Year) 02/27/2015 | Director 10% Owner Other (spec below) below) SVP, CFO | | |
| (Street) | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| MINNEAPOLIS, MN 55422 | Filed(Month/Day/Year) | 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) | Fransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) | | Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 02/27/2015 | | A | 3,333 (1) | A | \$ 0 | 22,759 | D | |
| Common Stock | 02/27/2015 | | F | 1,120 | D | \$ 66.97 | 21,639 | D | |
| Common Stock | 02/27/2015 | | A | 2,093 (2) | A | \$ 0 | 23,732 | D | |
| Common Stock | | | | | | | 1,826.0402 | I | ESOP & Profit Sharing |

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

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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. Transactic Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exer Expiration D (Month/Day/ | ate | 7. Title and Underlying (Instr. 3 and | Securities |
|---|---|---|---|--|---|---|--------------------|---------------------------------------|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 66.97 | 02/27/2015 | | A | 13,770 | (3) | 02/27/2025 | Common Stock | 13,770 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|----------|-------|--|--|--|
| 1 0 | Director | 10% Owner | Officer | Other | | | |
| PAULSON THOMAS TENNANT COMPANY 701 N. LILAC DRIVE MINNEAPOLIS, MN 55422 | | | SVP, CFO | | | | |

Signatures

/s/ Amy M. Jensen on behalf of Thomas
Paulson
03/03/2015

**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) This award reflects the settlement under the Company's 2012-2014 LTIP.
- (2) Restricted stock grant made pursuant to the 2015-2017 Long-Term Incentive Plan vesting on February 27, 2018.
- (3) Options exercisable in one-third increments on each of February 27, 2016, February 27, 2017 and February 27, 2018.

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.

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