

GENERAC HOLDINGS INC.
Form 4/A
March 18, 2015

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

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 *
Gillette Allen

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)

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2014

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

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/14/2014

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

WAUKESHA, WI 53189

(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 (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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock par value \$0.01 per share	11/13/2014		M		43,415 A \$ 2 ⁽⁷⁾	137,075	D
Common Stock par value \$0.01 per share	11/13/2014		M		3,829 A \$ 15.94 ⁽⁶⁾	140,904	D
Common Stock par value \$0.01	11/13/2014		M		1,781 A \$ 29.81 ⁽⁶⁾	142,685	D

per share

Common

Stock par value \$0.01 11/13/2014

F 21,802 (4) D \$ 41.92 120,883 D

per share

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 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)	\$ 2 (3)	11/13/2014		M	43,415	(1) 02/10/2020	Common Stock	43,415
Stock Option (Right to Buy)	\$ 15.94 (3)	11/13/2014		M	3,829	(2) 02/24/2022	Common Stock	3,829
Stock Option (Right to Buy)	\$ 29.81 (5)	11/13/2014		M	1,781	(2) 03/14/2023	Common Stock	1,781

Reporting Owners

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

Signatures

York Ragen,
Attorney-in-Fact

03/18/2015

 **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) Options shall vest in equal installments on each of the first five (5) 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.
- (3) The reported exercise price reflects adjustments made, pursuant to the terms of the Company's 2010 Equity Incentive Plan, to reflect the special cash dividend of \$6.00 per share paid on June 29, 2012 and the special cash dividend of \$5.00 per share paid on June 21, 2013.
- (4) Table I, row 4, number of shares withheld to fund tax liability associated with vesting of restricted shares inadvertently omitted from original form.
- (5) The reported exercise price reflects adjustments made, pursuant to the terms of the Company's 2010 Equity Incentive Plan to reflect the special cash dividend of \$5.00 per share paid on June 21, 2013.
- (6) Table 1, rows 2 and 3 added to reflect break down of individual strike prices at which stock was acquired.
- (7) Revised to reflect individual strike price at which stock was acquired.

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.