

Tabat Dawn  
Form 4/A  
July 20, 2012

**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 \*  
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)

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

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

GENERAC HOLDINGS INC., P.O.  
BOX 8

07/05/2012

Chief Operating Officer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
07/09/2012

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)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	07/05/2012		S	20,000	D	\$ 21.32 (1)	1,315,483 D
Common Stock, par value \$0.01 per share	07/05/2012		M	8,500	A	\$ 7 (4)	1,323,983 D
Common Stock, par value \$0.01	07/05/2012		F	4,634	D	\$ 21.75	1,319,349 D

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per share

Common Stock, par value \$0.01 per share	07/06/2012	S	2,293	D	\$ 22.64 <u>(3)</u>	1,317,056	D
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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.**

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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 (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. Title and Amount of Derivative Securities (Instr. 3 and 4)
Stock Option	\$ 7 <sup>(4)</sup>	07/05/2012		M	8,500	<sup>(2)</sup> 02/10/2020	Common Stock 8,500	Amount or Number of Shares

### 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 for Dawn Tabat	07/20/2012
**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).
  - (1) 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 \$21.08 to \$21.45, 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.
  - (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.
    - (3) 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 \$22.64 to \$22.65, 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.
    - (4) Reported exercise price reflects adjustment made, pursuant to the terms of the Company's 2010 Equity Incentive Plan, to reflect special cash dividend of \$6 per share paid on June 29, 2012 to stockholders of record as of June 20, 2012.

### Remarks:

This Form 4/A is being filed to correct certain inadvertent errors in the previously filed Form 4 with respect to the exercise price.

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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