TENNANT CO Form 4 March 02, 2017

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

e Instruction 30(h) of the Investment Company Act

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * PAULSON THOMAS |          |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol   | 5. Relationship of Reporting Person(s) to Issuer  |  |  |
|--|----------|----------|--|---|--|--|
| (Last)   | (First)  | (Middle) | TENNANT CO [TNC]  3. Date of Earliest Transaction    | (Check all applicable)  |  |  |
| TENNANT COMPANY, 701 N.<br>LILAC DRIVE                   |          | 701 N.   | (Month/Day/Year)<br>02/28/2017                       | Director 10% Owner SVP, CFO   |  |  |
|  | (Street) |          | 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 |  |  |
| MINNEAPOLIS, MN 55422                                    |          |          |  | Form filed by More than One Reporting Person  |  |  |

| (City)                               | (State) (2                              | Zip) Table  | e I - Non-D | erivative (   | Secur            | ities Acc  | quired, Disposed o   | of, or Beneficial  | lly Owned   |
|--------------------------------------|---|---|-------------|---|------------------|------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year) |             | 3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) |                  |            | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|                                      |   |   | Code V      | Amount  | (A)<br>or<br>(D) | Price      | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                   |  |   |
| Common<br>Stock                      | 02/28/2017                              |   | A           | 1,928<br>(1)  | A                | \$0        | 29,937   | D  |   |
| Common<br>Stock                      | 02/28/2017                              |   | F           | 1,191   | D                | \$<br>73.2 | 28,746   | D  |   |
| Common<br>Stock                      | 02/28/2017                              |   | A           | 1,983<br>(2)  | A                | \$0        | 30,729   | D  |   |
| Common<br>Stock                      |   |   |             |   |                  |            | 1,896  | I  | ESOP & Profit Sharing                                 |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exer<br>Expiration D<br>(Month/Day/ | ate                | 7. Title and Underlying (Instr. 3 and | Securities                          |
|---|---|---|---|--|---|---|--------------------|---------------------------------------|-------------------------------------|
|   |   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable                         | Expiration<br>Date | Title                                 | Amount<br>or<br>Number<br>of Shares |
| Stock Option (right to buy)                         | \$ 73.2   | 02/28/2017                              |   | A                                      | 17,647  | (3)   | 02/28/2027         | Common<br>Stock                       | 17,647                              |

## **Reporting Owners**

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

## **Signatures**

/s/ Amy M. Jensen on behalf of Thomas
Paulson
03/02/2017

\*\*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).
- $(1) \quad \text{This award reflects the settlement under the Company's 2014-2016 Long-Term Incentive Plan.}$
- (2) Restricted stock grant made pursuant to the 2017-2019 Long-Term Incentive Plan vesting on February 28, 2020.
- (3) Options exercisable in one-third increments on each of February 28, 2018, February 28, 2019 and February 28, 2020.

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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