

Dolan Terrence J.
Form 4
March 18, 2013

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 *
Dolan Terrence J.

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)
03/14/2013

____ 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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	03/14/2013		A		2,688 (3)	A	\$ 0 41,679
Common Stock, par value \$0.01 per share	03/14/2013		M		4,657	A	\$ 20.94 46,336
Common Stock, par value \$0.01	03/14/2013		F		3,429	D	\$ 34.81 42,907

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per share

Common Stock, par value \$0.01	03/14/2013	M	26,049	A	\$ 34.81	68,956	D
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per share

Common Stock, par value \$0.01	03/14/2013	F	12,282	D	\$ 34.81	56,674	D
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per share

Common Stock, par value \$0.01	03/15/2013	S	14,995	D	\$ <u>(1)</u> 35.02	41,679	D
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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 7	03/14/2013		M		<u>(2)</u>	02/10/2020	Common Stock	26,049
Stock Option (Right to Buy)	\$ 20.94	03/14/2013		M		<u>(4)</u>	02/24/2022	Common Stock	4,657
Stock Option (Right to Buy)	\$ 34.81	03/14/2013		A		<u>(4)</u>	03/14/2023	Common Stock	17,337

Reporting Owners

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

Signatures

/S/York Ragen, 03/18/2013
 Attorney-in-fact

**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 weighted average price. The shares were sold in multiple transactions at prices ranging from \$35 to \$35.03,
 - (1) 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) Options vest in equal installments 20% annually over 5 years, 2/10/2011 representing the earliest of these five vesting dates. Vesting is conditioned, in each case, upon Mr. Dolan's continued employment with Generac Holdings Inc. through the vesting date.
 - (3) Subject to Mr. Dolan's continued service through the vesting date, the Restricted Shares shall all vest in equal installments on each of the first three (3) anniversaries of the Date of Grant.
 - (4) Options shall vest in equal installments on each of the first four(4) anniversaries of the Date of Grant.

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.