

Jagdfeld Aaron  
Form 4/A  
July 20, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
Jagdfeld Aaron

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)  
07/16/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
07/18/2012

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.01 per share	07/16/2012		M		10,000 A \$ 7 <sup>(3)</sup>	683,365	D
Common Stock, par value \$0.01 per share	07/16/2012		F		5,394 D \$ 22.36	677,971	D
Common Stock, par value \$0.01	07/17/2012		S		2,807 D \$ 22.35 <sup>(1)</sup>	675,164	D



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- (3) 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.

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.