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 or Section 30(h) of the Investment Company Act of 1940

sponses)														
1. Name and Address of Reporting Person* Janik James L			2. Issuer Name and Ticker or Trading Symbol DOUGLAS DYNAMICS, INC [PLOW]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director					
(Last) (First) (Middle) C/O DOUGLAS DYNAMICS, INC., 7777 NORTH 73RD STREET			3. Date of Earliest Transaction (Month/Day/Year) 03/08/2012					l	X Officer (give title below) Other (specify below) President and CEO					
(Street) MILWAUKEE, WI 53223			4. If Amendment, Date Original Filed(Month/Day/Year) 03/12/2012						6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
		(Zip)	Т	able I -	Non	-Deri	vative So	curities	Acqui	ired, Dispe	osed of, or l	Beneficially (Owned	
1.Title of Security (Instr. 3)		e		Code (Instr. 8)					of (D)			Following	Ownership o Form:	Beneficial
			(Month/Day/Yea		de	V	Amount	(A) or (D)	Price	(Instr. 3 a	or Indir (I)		or Indirect	Ownership (Instr. 4)
ck	03/	08/2012		A	Λ.			A	\$ 0	272,819	⁷ 2,819 ⁽¹⁾		D	
					quire	d, Dis	posed of	, or Ben	eficiall			trol numbe	r.	
la m		1	<u> </u>							1	0 D : C	0.37	6 10	11.37.
rersion Date	Date (Month/Day/Year)	Execution Date, any	re, if Transaction Code	Number of (M Derivative Securities		and E	Expiration Date onth/Day/Year)		Amo Undo Secu	ount of erlying irities			Ownersh Form of Derivati Security Direct (I or Indire	Beneficia Ownershi (Instr. 4)
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3) and 4) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3 and 4) Table II - Derivative Securities Date (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3) and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3) and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3) and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3) and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) of (Month/Day/Year) any (Month/Day/Year) (Month/Day/Year) (Instr. 3) and (Month/Day/Year) (Instr. 3) and (Month/Day/Year) (Instr. 3) and (Amount of Date (Instr. 3) (Instr. 3) and (Amount of Date (Instr. 3) (Instr. 3	DOUGLAS DYNAMICS, INC [PLOW] X Director X Officer (give title below) Other (specify below) O

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Janik James L C/O DOUGLAS DYNAMICS, INC. 7777 NORTH 73RD STREET MILWAUKEE, WI 53223	X		President and CEO				

Signatures

/s/ Jon J. Sisulak, Attorney-in-Fact for James L. Janik	11/28/2012
**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 Form 4 filed on March 12, 2012 reported that the reporting person was awarded 25,374 shares of common stock. The reporting person was actually awarded 25,448 shares of common stock.

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.

POWER OF ATTORNEY

Know all by these presents, that, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, the undersigned hereby constitutes and appoints each of Jon J. Sisulak, Robert M. McCormick and Robert J. Young and any of their substitutes, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned (in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder (the "Exchange Act")), any and all Forms 3, 4 and/or 5, and any amendments thereto, that are necessary or advisable for the undersigned to file under Section 16(a) (collectively, "Documents") with respect to the undersigned's holdings of and transactions in the securities issued by Douglas Dynamics, Inc., a Delaware corporation (the "Company").

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Documents and timely file such Documents with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact (or such attorney-in-fact's substitute or substitutes) shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is such attorney-in-fact's substitute or substitutes or the Company assuming, any of the undersigned's responsibilities to comply with the Exchange Act.

The undersigned agrees that such attorney-in-fact may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based on any untrue statement or omission of necessary facts in the information provided by the undersigned to such attorney-in-fact for purposes of executing, acknowledging, delivering and filing Documents and agrees to reimburse the Company and such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Documents with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2rd day of May, 2012.

/s/ James L. Janik James L. Janik