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

1. Name and Address of Reporting Person* DANO MARGARET S			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 10% Owner				
(Middle) S, INC., 7777	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2013			-	Office	r (give title belo	ow)	Other (specify be	ow)			
(Street) MILWAUKEE, WI 53223			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				
(Zip)	Ta	ble I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
2. Transaction Date (Month/Day/Year)	any	3. Transaction Code (Instr. 8)				of []	red 5. Amount of Securities		following (s)	Ownership Form: I Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
		Cod	e V	Amour	nt (A) or (D)	Price				< /		
01/02/2013		A		3,171	A	\$ 0	3,171 (1)			D		
			the iired, D	form dis	splays a o	curren eficiall	itly valid					
ion 3A. Deemed Execution Da y/Year) any	4. Transaction Code Year) (Instr. 8)	5. 6. Da and I (Mor Derivative Securities Acquired (A) or		ate Exercisable Expiration Date nth/Day/Year)		7. Tit Amo Unde Secur	unt of erlying rities		Derivative Securities Beneficially Owned Following Reported	Ownershi Form of Derivativ Security: Direct (D or Indirect	Beneficia Ownershi (Instr. 4)	
		4, and 5)				Amount					
	(Middle) (S, INC., 7777 (Zip) 2. Transaction Date (Month/Day/Year) 01/02/2013 for each class of secur Table II - 1 (ion 3A. Deemed Execution Date) (Y/Year) (Middle) (Zip) (Zip)	(Middle) S, INC., 7777 3. Date of Earliest 01/02/2013 4. If Amendment, (Zip) Ta 2. Transaction Date (Month/Day/Year) 01/02/2013 2A. Deemed Execution Date, if any (Month/Day/Year) 01/02/2013 for each class of securities beneficially over the case of	DOUGLAS DYNAM	DOUGLAS DYNAMICS, 3. Date of Earliest Transaction (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Formula 2. Transaction 2. Transact	DOUGLAS DYNAMICS, INC [P] 3. Date of Earliest Transaction (Month/Day 01/02/2013 4. If Amendment, Date Original Filed(Month Day 01/02/2013 4. If Amendment, Date Original Filed(Month Day 01/02/2013 2. Transaction Date (Execution Date, if any (Month/Day/Year) O1/02/2013 A	DOUGLAS DYNAMICS, INC [PLOW] 3. Date of Earliest Transaction (Month/Day/Year) 01/02/2013 4. 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Deemed Execution Date, if Transaction Code of (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed 7. Transaction Date (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed	DOUGLAS DYNAMICS, INC [PLOW] 3. Date of Earliest Transaction (Month/Day/Year) 01/02/2013 4. If Amendment, Date Original Filed(Month/Day/Year) 1. Table I - Non-Derivative Securities Acquired, Disposed of (Instr. 8) 1. Transaction Date (Month/Day/Year) 2. Transaction Date Execution Date, if (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date Execution Date, if (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 8) 2. Transaction Date (A) or Disposed of (Instr. 8) 2. Transaction Date (A) or Disposed of (Instr. 8) 3. Transaction (A) or Disposed of (Instr. 3 at (DOUGLAS DYNAMICS, INC [PLOW] 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. Amount of Securities Acquired (A) or Disposed of (Instr. 3) and 4) 6. Individual or Joint/Ax_Form filed by One Reperform filed by One Reperform filed by More than and the properties of the Code (Instr. 8) 6. Individual or Joint/Ax_Form filed by One Reperform filed by One Reperform filed by One Reperform filed by More than and the properties of the Code (Instr. 8) 7. Table I - Non-Derivative Securities Acquired (A) or Disposed of (Instr. 3) 8. Amount of Securities Beneficially Owned Free Reported Transaction (Instr. 3) and 4) 9. Amount (D) Price 1. Amount of Securities Beneficially Owned directly or indirectly. 1. 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If Amendment, Date Original Filed(Month/Day/Year) A Lif Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) A Lif Amendment,	DOUGLAS DYNAMICS, INC [PLOW] Check all applicables DOWGOMENT Officer (give title below) Officer (give title below) Dowgoment Officer (give title below) Officer (give title below	

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
DANO MARGARET S C/O DOUGLAS DYNAMICS, INC. 7777 NORTH 73RD STREET MILWAUKEE, WI 53223	X					

Signatures

/s/ Jon J. Sisulak, Attorney-in-Fact for Margaret S. Dano		01/04/2013
**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) Includes 3,171 shares underlying restricted stock units that will vest in three equal annual installments beginning on January 2, 2014.

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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