

PARSKY GERALD L
Form 4
March 17, 2011

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 *
Aurora Advisors II LLC

2. Issuer Name and Ticker or Trading Symbol
DOUGLAS DYNAMICS, INC
[PLOW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

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

10877 WILSHIRE BLVD., SUITE 2100

03/15/2011

(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

LOS ANGELES, CA 90024

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 03/15/2011 | | S | (A) or (D) | 279,616 (1) \$ 14.36 | D | 4,485,534 (2) (3) (4) |
| Common Stock | 03/17/2011 | | S | D | \$ 13.626 | D | 18,689 (5) |
| Common Stock | 03/17/2011 | | S | D | \$ 13.626 | D | 7,476 (6) |

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

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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Aurora Advisors II LLC 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024 | | X | | |
| AURORA CAPITAL PARTNERS II L P 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024 | | X | | |
| Aurora Equity Partners II LP 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024 | | X | | |
| Aurora Overseas Advisors II LDC 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024 | | X | | |
| Aurora Overseas Capital Partners II LP 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024 | | X | | |
| Aurora Overseas Equity Partners II LP 10877 WILSHIRE BLVD. | | X | | |

SUITE 2100
LOS ANGELES, CA 90024

Mapes John T
C/O AURORA EQUITY PARTNERS II LP X
10877 WILSHIRE BLVD. SUITE 2100
LOS ANGELES, CA 90024

PARSKY GERALD L
C/O AURORA EQUITY PARTNERS II LP X
10877 WILSHIRE BLVD. SUITE 2100
LOS ANGELES, CA 90024

Signatures

/s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Advisors II LLC 03/17/2011

__Signature of Reporting Person Date

/s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Advisors II LLC, General Partner of Aurora Capital Partners II LP 03/17/2011

__Signature of Reporting Person Date

/s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Advisors II LLC, General Partner of Aurora Capital Partners II LP, General Partner of Aurora Equity Partners II LP 03/17/2011

__Signature of Reporting Person Date

/s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Overseas Advisors II, LDC 03/17/2011

__Signature of Reporting Person Date

/s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Overseas Advisors II, LDC, General Partner of Aurora Overseas Capital Partners II, LP 03/17/2011

__Signature of Reporting Person Date

/s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Overseas Advisors II, LDC, General Partner of Aurora Overseas Capital Partners, LP, General Partner of Aurora Overseas Equity Partners II, LP 03/17/2011

__Signature of Reporting Person Date

/s/ Timothy J. Hart as Attorney-in-Fact for John T. Mapes 03/17/2011

__Signature of Reporting Person Date

/s/ Timothy J. Hart as Attorney-in-Fact for Gerald L. Parsky 03/17/2011

__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) Consists of 275,953 shares sold by Aurora Equity Partners II L.P. ("AEP II") and 3,663 shares sold by Aurora Overseas Equity Partners II, L.P. ("AOEPII").

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- (2) Consists of 4,426,774 shares held by AEPII and 58,760 shares held by AOEPPII.

Aurora Capital Partners II LP ("ACPII") is the general partner of AEPII. Aurora Overseas Capital Partners II, LP ("AOCPII") is the general partner of AOEPPII. Aurora Advisors II LLC ("AAII") is the general partner of ACPII. Aurora Overseas Advisors II, LDC ("AOAII") is the general partner of AOCPII. AEPII, AOEPPII, ACPII, AOCPII, AAII, and AOAII are collectively referred to as the

- (3) "Aurora Entities." In their capacities as direct or indirect general partners of AEPII and/or AOEPPII, ACPII, AOCPII, AAII, and AOAII may be deemed to have a pecuniary interest in an indeterminable portion of the shares owned or controlled by AEPII and AOEPPII. ACPII, AOCPII, AAII, and AOAII disclaim beneficial ownership of all such shares except to the extent that they may be deemed to have a pecuniary interest therein.

Messrs. Mapes and Parsky are controlling persons of the Aurora Entities. As such, they may be deemed to have a pecuniary interest in an

- (4) indeterminable portion of the shares owned or controlled by the Aurora Entities. Messrs. Mapes and Parsky disclaim beneficial ownership of all such shares except to the extent that they may be deemed to have a pecuniary interest therein.
- (5) These securities are owned solely by Mr. Parsky through a 401(k) account.
- (6) These securities are owned solely by Mr. Mapes through a 401(k) account.

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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