

ARES PARTNERS MANAGEMENT CO LLC
 Form 4
 May 17, 2010

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 *
ARES CORPORATE OPPORTUNITIES FUND LP

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)
 2000 AVENUE OF THE STARS, 12TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/14/2010

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

LOS ANGELES, CA 90067

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

(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 | (D) | Price |
| Common Stock, par value \$0.01 per share | 05/14/2010 | | M | | 2,006 | A | \$ 4.21 3,650,742 |
| Common Stock, par value \$0.01 per share | 05/14/2010 | | D | | 741 | D | \$ 11.4 3,650,001 |
| | 05/14/2010 | | S | | 473,235 | D | 3,176,766 |

Common Stock, par value \$0.01 per share \$ 10.49 ⁽³⁾

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

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SEC 1474 (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 of Underlying Securities (Instr. 3 and 4) | 8. De | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 4.21 | 05/14/2010 | | M | 2,006 | ⁽⁴⁾ 01/14/2015 | Common Stock, par value \$0.01 per share | 15,634 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ARES CORPORATE OPPORTUNITIES FUND LP 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067 | X | X | | |
| ACOF MANAGEMENT LP 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067 | X | X | | |
| ACOF OPERATING MANAGER LP 2000 AVENUE OF THE STARS 12TH FLOOR | X | X | | |

LOS ANGELES, CA 90067

ARES MANAGEMENT LLC

2000 AVENUE OF THE STARS

12TH FLOOR

LOS ANGELES, CA 90067

X X

ARES PARTNERS MANAGEMENT CO LLC

2000 AVENUE OF THE STARS

12TH FLOOR

LOS ANGELES, CA 90067

X X

Signatures

/s/ Michael D. Weiner, Authorized Signatory of ACOF OPERATING MANAGER, L.P.,
Manager, for ARES CORPORATE OPPORTUNITIES FUND, L.P.

05/17/2010

__Signature of Reporting Person

Date

/s/ Michael D. Weiner, Authorized Signatory of ACOF OPERATING MANAGER, L.P.,
General Partner, for ACOF MANAGEMENT, L.P.

05/17/2010

__Signature of Reporting Person

Date

/s/ Michael D. Weiner, Authorized Signatory, for ACOF OPERATING MANAGER, L.P.

05/17/2010

__Signature of Reporting Person

Date

/s/ Michael D. Weiner, Authorized Signatory, for ARES MANAGEMENT LLC

05/17/2010

__Signature of Reporting Person

Date

/s/ Michael D. Weiner, Authorized Signatory, for ARES PARTNERS MANAGEMENT
COMPANY LLC

05/17/2010

__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 general partner of Ares Corporate Opportunities Fund, L.P. ("ACOF") is ACOF Management, L.P. ("ACOF Management") and the general partner of ACOF Management is ACOF Operating Manager, L.P. ("ACOF Operating Manager"). ACOF Operating Manager is indirectly controlled by Ares Management LLC ("AM LLC"), which, in turn, is indirectly controlled by Ares Partners Management Company LLC ("APMC" and, together with ACOF, ACOF Management, ACOF Operating Manager and AM LLC, the "Ares Entities").

(2) APMC is managed by an executive committee. Each of the Ares Entities (other than ACOF, with respect to the securities held by ACOF) and the partners, members and managers of the ACOF Entities and the executive committee of APMC expressly disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes. The address of each Ares Entity is 2000 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067.

(3) Price reflects the net price per share of additional common stock sold as a result of the underwriters' exercise of their over-allotment option, after excluding underwriting discounts and commissions of \$0.759 per share. The Form 4 filed by the Reporting Persons on May 10, 2010 listed a price to the public of \$11.25 per share for the common stock sold, which, after excluding such underwriting discounts and commissions, results in a net price per share of \$10.49.

(4) These options are fully vested and can be exercised at any time.

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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