DOUGLAS DYNAMICS, INC
Form SC 13G/A
February 13, 2015

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     UNITED STATES
     SECURITIES AND EXCHANGECOMMISSION
     Washington D.C. 20549

     SCHEDULE 13GA

     Under the Securities Exchange Act 1934
     (Amendment No.3)

     Douglas Dynamics Inc.
     -----------------------
     (Name of Issuer)

     COMMON
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     (Title of Class of Securities)

     25960R105
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     (CUSIP Number)

     Calendar Year 2014
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       (Date of Event Which Requires Filing of this Statement)


     CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT
     TO WHICH THIS SCHEDULE IS FILED:


     [X]  RULE 13D-1(b)

     [ ]  RULE 13D-1(c)
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  1.   Names of Reporting Persons
       I.R.S.  Identification No. of above person

       RUTABAGA CAPITAL MANAGEMENT
       I.R.S. Identification No.: 04-3451870

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  2.   Check the Appropriate Box if a Member of a Group
       (a)[ ]
       (b)[ ]

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  3.    SEC Use Only

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4.      Citizenship or Place of Organization

      Massachusetts
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            5. Sole Voting Power
  NUMBER OF      959975
    SHARES
 BENEFICIALLY
  OWNED BY   6. Shared Voting Power
    EACH              163075
  REPORTING
   PERSON
    WITH     7. Sole Dispositive Power
                 1123050

             8. Shared Dispositive Power

             0
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9.      Aggregate Amount Beneficially Owned by Each
        Reporting Person

        1123050
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10.     Check if the aggregate Amount in Row (9)
        Excludes Certain Shares [ ]

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11.     Percent of Class Represented by Amount in Row (9)
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     5.04%

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12.     Type of Reporting Person

     IA

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Item 1(a). NAME OF ISSUER

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     Douglas Dynamics Inc.
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Item 1(b). ADDRESS OF PRINCIPAL OFFICES

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   7777 North 73rd Street
   Milwaukee, WI 53233
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Item 2(a). NAME OF PERSON FILING

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     Rutabaga Capital Management
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Item 2(b). ADDRESS OF PRINCIPAL OFFICES

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     64 Broad Street, 3rd Floor, Boston, MA 02109
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Item 2(c). Citizenship

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     MASSACHUSETTS
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Item 2(d). TITLE OF CLASS OF SECURITIES

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     COMMON STOCK
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Item 2(e). CUSIP NUMBER

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     25960R105
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Item 3.  IF THIS STATEMENT IS BEING FILED PURSUANT TO
RULE 13d-1(b), or 13d-2(b) OR (c), CHECK WHETHER THE
PERSON FILING IS A:

(a)     [ ]  Broker or dealer registered under Section 15
of the Act(15 U.S.C 780);
(b)     [ ]  Bank as defined in Section 3(a)(6) of the
Act(15 U.S.C 78c);
(c)     [ ]  insurance company as defined in Section
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3(a)(19) of the Act(15 U.S.C 78c);
(d)   [ ] Investment company registered under Section 8
of the Investment Company Act of 1940(15 U.S.C.
80a-8);
(e)   [X] An investment adviser in accordance with
section 240.13d-1(b)(I)(ii)(E)
(f)   [ ] An employee benefit plan or endowment fund in
accordance with 13d-1(b)(1)(ii)(F);
(g)   [ ] A parent holding company or control person in
accordance with 13d-1(b)(1)(ii)(G);
(h)   [ ] A savings association as defined in in Section
3(b) of the Federal Deposit Insurance Act(12 U.S.C
1813);
(i)   [ ] A church plan that is excluded from the
definition of an investment company under
Section3(c)(14) of the Investment Company Act of
1940(15 U.S.C. 80a-3);
(j)   [ ] Group, in accordance with 13d-1(b)(1)(ii)(J)

If this statement is filed pursuant to 13d-1(c), check
this box. [ ]

Item 4. OWNERSHIP

Provide the following information regarding the
aggregate number and percentage of the class of
securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 1123050

(b) Percent of class: 5.04%

          (c) Number of Shares as to which person has:

(i)   Sole power to vote or direct the vote: 959975

(ii)   Shared power to vote or to direct the vote: 163075

(iii)   Sole power to dispose or to direct the
disposition of: 1123050

(iv)   Shared power to dispose or to direct the
disposition of: 0
         Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

    If this statement is being filed to report the fact

that as of the date hereof the reporting person has
ceased to be the beneficial owner of more than five
percent of the class of securities, check the following
[ ]

Item 6.   OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF
          OF ANOTHER PERSON.

                   Not Applicable

Item 7.   IDENTIFIACTION AND CLASSIFICATION OF THE
           SUBSIDIARY WHICH AQUIRED THE SECURITY BEING REPORTED ON
           BY THE PARENT HOLDING COMPANY.

                   Not Applicable

Item 8.   IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF
           A GROUP.

                   Not Applicable

Item 9.   NOTICE OF DISSOLUTION OF GROUP

                   Not Applicable

Item 10. CERTIFICATION

     By signing below I certify that, to the best of my
knowledge and belief, the securities referred above were
not acquired or held for the purpose of or with the
effect of changing or influencing the control of the
issuer of the securities and were not acquired and are
not held in connection with or as a participant in any
transaction having that purpose or effect.

                   SIGNATURE

       After reasonable inquiry and to the best of my
knowledge and belief, I certify that the information set
forth in this statement is true, complete and correct.

Dated: February 12, 2015

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                    Rutabaga Capital Management

                    By: /s/ Dana Cohen
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                        Dana Cohen, Principal
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                    Rutabaga Capital Management

                    By: /s/ Dana Cohen
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