

GARDNER DENVER INC
Form 4
August 01, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Larsen Michael M

(Last) (First) (Middle)

GARDNER DENVER, INC., 1500
LIBERTY RIDGE DRIVE, SUITE
3000

(Street)

WAYNE, PA 19087

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GARDNER DENVER INC [GDI]

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

07/30/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President, CEO & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	07/30/2013		D	26 ⁽¹⁾ D <u>2</u>	0	I	401K & Excess Plan

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)**

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right-to-buy)	\$ 54.64	07/30/2013		D		7,100		<u>(3)</u>	10/11/2017	Common Stock	7,100
Employee Stock Option (Right-to-buy)	\$ 75.83	07/30/2013		D		6,500		<u>(3)</u>	02/21/2018	Common Stock	6,500
Employee Stock Option (Right-to-buy)	\$ 71.28	07/30/2013		D		9,920		<u>(3)</u>	02/20/2019	Common Stock	9,920
Restricted Stock Units	<u>(4)</u>	07/30/2013		D		2,400		<u>(5)</u>	<u>(5)</u>	Common Stock	2,400
Restricted Stock Units	<u>(4)</u>	07/30/2013		D		3,050		<u>(5)</u>	<u>(5)</u>	Common Stock	3,050
Restricted Stock Units	<u>(4)</u>	07/30/2013		D		8,724		<u>(5)</u>	<u>(5)</u>	Common Stock	8,724
Restricted Stock Units	<u>(4)</u>	07/30/2013		D		4,380		<u>(5)</u>	<u>(5)</u>	Common Stock	4,380
Restricted Stock Units	<u>(4)</u>	07/30/2013		D		15,847		<u>(5)</u>	<u>(5)</u>	Common Stock	15,847
Restricted Stock Units	<u>(4)</u>	07/30/2013		D		18,439		<u>(5)</u>	<u>(5)</u>	Common Stock	18,439

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Larsen Michael M GARDNER DENVER, INC. 1500 LIBERTY RIDGE DRIVE, SUITE 3000 WAYNE, PA 19087			President, CEO & CFO	

Signatures

Brent A. Walters,
Attorney-in-fact

08/01/2013

__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).

The reporting person acquired shares under the Company's Retirement Savings Plan, a 401(K) plan, and the related Supplemental Excess
(1) Defined Contribution Plan. The information reported herein is based on a report dated July 24, 2013 from the Plan's recordkeeper, JPMorgan.

Disposed of pursuant to the Agreement and Plan of Merger, dated as of March 7, 2013, by and among Gardner Denver, Inc. (the
(2) "Company"), Renaissance Parent Corp. and Renaissance Acquisition Corp. (the "Merger Agreement") in exchange for a cash payment of \$76.00 per share.

Pursuant to the Merger Agreement, each outstanding option, whether vested or unvested, was canceled and converted into the right to
(3) receive a cash payment representing the amount, if any, by which \$76.00 exceeded the exercise price per share of common stock underlying each option.

(4) Each restricted stock unit was the economic equivalent of one share of the Company's Common Stock.

Pursuant to the Merger Agreement, any vesting conditions or restrictions applicable to each Restricted Stock Unit lapsed as of the
(5) effective time of the merger and each Restricted Stock Unit was converted into the right to receive a cash payment of \$76.00 for each share of common stock underlying a Restricted Stock Unit.

Remarks:

Brent A. Walters, Attorney-in-fact for Michael M. Larsen, pursuant to Power of Attorney dated October 11, 2010 and filed with

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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