

GARDNER DENVER INC
 Form 4
 August 01, 2013

FORM 4

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

OMB APPROVAL

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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 *
 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
 Officer (give title below) ___ Other (specify below)
 President, CEO & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
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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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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				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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