

GARDNER DENVER INC
Form 4
August 01, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Walters Brent A.

(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 below) ___ Other (specify below)
VP, GC, CCO & Secretary

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 07/30/2013 | | D | 4,163 D 0.00 | 0 | D | |
| Common Stock | 07/30/2013 | | D | 254 (2) D 0.00 | 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)

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right-to-buy) | \$ 32.91 | 07/30/2013 | | D | 3,500 | ⁽³⁾ 10/01/2016 | Common Stock | 3,500 |
| Employee Stock Option (Right-to-buy) | \$ 43.43 | 07/30/2013 | | D | 6,500 | ⁽³⁾ 02/22/2017 | Common Stock | 6,500 |
| Employee Stock Option (Right-to-buy) | \$ 75.83 | 07/30/2013 | | D | 4,350 | ⁽³⁾ 02/21/2018 | Common Stock | 4,350 |
| Employee Stock Option (Right-to-buy) | \$ 71.28 | 07/30/2013 | | D | 5,440 | ⁽³⁾ 02/20/2019 | Common Stock | 5,440 |
| Restricted Stock Units | ⁽⁴⁾ | 07/30/2013 | | D | 2,050 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 2,050 |
| Restricted Stock Units | ⁽⁴⁾ | 07/30/2013 | | D | 2,460 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 2,460 |
| Restricted Stock Units | ⁽⁴⁾ | 07/30/2013 | | D | 2,377 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 2,377 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Walters Brent A. GARDNER DENVER, INC. 1500 LIBERTY RIDGE DRIVE, SUITE 3000 WAYNE, PA 19087 | | | VP, GC, CCO & Secretary | |

Signatures

/s/Brent A.
Walters

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

The reporting person acquired shares under the Company's Retirement Savings Plan, a 401(K) plan, and the related Supplemental Excess
 - (2) Defined Contribution Plan. The information reported herein is based on a report dated July 24, 2013 from the Plan's recordkeeper, JPMorgan.
 - (3) Pursuant to the Merger Agreement, each outstanding option, whether vested or unvested, was canceled and converted into the right to 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.