Edgar Filing: GARDNER DENVER INC - Form 4

| GARDNEF Form 4 March 12, 2 | R DENVER INC | | | | | | | |
|---|---|------------------------------------|--|--|---|--|--|--|
| FORM | ЛЛ | STATES SI | ECURITIES AND EXCHAN | IGE COMMISSION | OMB APPROVAL OMB 3235-0287 | | | |
| Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESForm 4 or Form 5 obligations may continue.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 | | | | | Number:January 31,Expires:2005Estimated averageburden hours perresponse0.5 | | | |
| (Print or Type | Responses) | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> ARNOLD MICHAEL C | | Sy | 2. Issuer Name and Ticker or Trading mbol ARDNER DENVER INC [GI | Issuer | | | | |
| (Last) (First) (Middle) RYERSON, INC., 227 WEST MONROE, 27TH FLOOR | | (M | Date of Earliest Transaction Ionth/Day/Year) 8/08/2012 | X Director | Officer (give title Other (specify | | | |
| | | | If Amendment, Date Original led(Month/Day/Year) | Applicable Line) _X_ Form filed by Or Form filed by Mo | _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| (City) | (State) | (Zip) | | Person | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Dat any | Code Disposed of (D) Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or | 5. Amount of 6. Securities Fo Beneficially (D Owned (I) | Ownership 7. Nature of orm: Direct Indirect O or Indirect Beneficial | | | |
| Reminder: Re | eport on a separate line | e for each class | information required to r | ctly or indirectly. o respond to the collecti contained in this form a respond unless the form urrently valid OMB cont | re not (9-02) | | | |

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exercisable and | 7. Title and Amount of | 8. Price o |
|-------------|-------------|---------------------|--------------------|-----------|----------|-------------------------|------------------------|------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration Date | Underlying Securities | Derivativ |
| Security | or Exercise | | any | Code | of | (Month/Day/Year) | (Instr. 3 and 4) | Security |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Secu Acq (A) Disp of (I (Inst | posed | | | | | (Instr. 5) |
|---------------------------|------------------------------------|------------------|------------|--|-------|---------------------|--------------------|-----------------|--|------------|
| | | | Code V | 7 (A) |) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock Units | <u>(1)</u> | 03/08/2012 | А | 0.1 (2) | | <u>(3)</u> | (3) | Common Stock | 0.1 | \$ 73.13 |

Reporting Owners

| Reporting Owner Name / Address | | Relationsh | | |
|---|----------|------------|---------|-------|
| FB | Director | 10% Owner | Officer | Other |
| ARNOLD MICHAEL C RYERSON, INC. 227 WEST MONROE, 27TH FLOOR CHICAGO, IL 60606 | Х | | | |
| Signatures | | | | |
| /s/ Brent A. Walters, Attorney-in-fact | 03/12/ | /2012 | | |
| **Signature of Reporting Person | Dat | e | | |

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 security converts to common stock on a one-for-one basis.
- (2) Each unit was credited for the dividend equivalent as of the dividend record date pursuant to the Company's Phantom Stock Plan for Outside Directors ("Phantom Plan").

The cash value of these units will be distributed to the director or beneficiary on the first day of the month following the date upon which the director ceases to be a director of the Company for any reason (unless otherwise elected by the director in accordance with the terms

- (3) the director ceases to be a director of the Company for any reason (unless otherwise elected by the director in accordance with the terms of the Phantom Plan).
- (4) Cumulative phantom stock units accumulated by director during his Board tenure.

Remarks:

Brent A. Walters, Attorney-in-fact for Michael C. Arnold, pursuant to Power of Attorney dated November 13, 2009 and filed

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.