

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 *
ARNOLD MICHAEL C

(Last) (First) (Middle)

RYERSON, INC., 227 WEST
MONROE, 27TH FLOOR

(Street)

CHICAGO, IL 60606

(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)

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	07/30/2013		D	4,400	D	0	I	The Michael C. Arnold Family Trust

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)

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
Nonemployee Director Stock Option (Right-to-buy) <u>(2)</u>	\$ 29.69	07/30/2013		D	3,200	<u>(3)</u> 07/27/2014	Common Stock	3,200
Nonemployee Director Stock Option (Right-to-buy) <u>(2)</u>	\$ 49.3	07/30/2013		D	2,500	<u>(3)</u> 05/05/2015	Common Stock	2,500
Restricted Stock Units	<u>(4)</u>	07/30/2013		D	600	<u>(5)</u> <u>(5)</u>	Common Stock	600
Restricted Stock Units	<u>(4)</u>	07/30/2013		D	1,700	<u>(5)</u> <u>(5)</u>	Common Stock	1,700
Phantom Stock Units	<u>(6)</u>	07/30/2013		D	136.9	<u>(7)</u> <u>(7)</u>	Common Stock	136.9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARNOLD MICHAEL C RYERSON, INC. 227 WEST MONROE, 27TH FLOOR CHICAGO, IL 60606	X			

Signatures

/s/ 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).
 - (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.
 - (2) Options granted under the Company's Long-Term Incentive Plan, as amended, a Rule 16b-3 plan.

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.
 - (6) The security converts to common stock on a one-for-one basis.

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
 - (7) 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).
 - (8) Pursuant to the Merger Agreement, each phantom stock unit was converted into the right to receive a cash payment of \$76.00 per phantom stock unit.

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.
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