

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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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PETRATIS DAVID D

(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)

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		17,585	D	0

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 of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Nonemployee Director Stock Option (Right-to-buy) <sup>(2)</sup>	\$ 28.62	07/30/2013		D	4,400	<sup>(3)</sup> 05/06/2014	Common Stock	
Nonemployee Director Stock Option (Right-to-buy) <sup>(2)</sup>	\$ 49.3	07/30/2013		D	2,500	<sup>(3)</sup> 05/05/2015	Common Stock	
Restricted Stock Units	<sup>(4)</sup>	07/30/2013		D	600	<sup>(5)</sup> <sup>(5)</sup>	Common Stock	
Restricted Stock Units	<sup>(4)</sup>	07/30/2013		D	1,700	<sup>(5)</sup> <sup>(5)</sup>	Common Stock	
Phantom Stock Units	<sup>(6)</sup>	07/30/2013		D	14,441.9	<sup>(7)</sup> <sup>(7)</sup>	Common Stock	

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

PETRATIS DAVID D  
GARDNER DENVER, INC.  
1500 LIBERTY RIDGE DRIVE, SUITE 3000  
WAYNE, PA 19087

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).

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.

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- (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 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.
- (3) 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 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.
- (4) 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 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).
- (5) 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.
- (6) 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.
- (7) 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.
- (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 David D. Petratis, pursuant to Power of Attorney dated November 13, 2009 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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