GARDNER DENVER INC

Form 4 August 01, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PETRATIS DAVID D Issuer Symbol GARDNER DENVER INC [GDI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify GARDNER DENVER, INC., 1500 07/30/2013 below) LIBERTY RIDGE DRIVE, SUITE 3000 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

WAYNE, PA 19087

(State)

(Zip)

(City)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V (D) Price Amount Common 07/30/2013 D 0 D 17,585 D <u>(1)</u> Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Nonemployee Director Stock Option (Right-to-buy)	\$ 28.62	07/30/2013		D	4,400	(3)	05/06/2014	Common Stock	
Nonemployee Director Stock Option (Right-to-buy)	\$ 49.3	07/30/2013		D	2,500	(3)	05/05/2015	Common Stock	,
Restricted Stock Units	<u>(4)</u>	07/30/2013		D	600	(5)	<u>(5)</u>	Common Stock	
Restricted Stock Units	<u>(4)</u>	07/30/2013		D	1,700	(5)	(5)	Common Stock	
Phantom Stock Units	<u>(6)</u>	07/30/2013		D	14,441.9	<u>(7)</u>	<u>(7)</u>	Common Stock	14

Reporting Owners

Reporting Owner Name / Address	Relationships					
F	Director	10% Owner	Officer	Other		
PETRATIS DAVID D						

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

Signatures

/s/ Brent A. Walters,
Attorney-in-fact
08/01/2013

**Signature of Reporting Person

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).

X

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

Reporting Owners 2

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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.
- (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 David D. Petratis, pursuant to Power of Attorney dated November 13, 2009 and filed w 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.