

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  
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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SZEWS CHARLES L

(Last) (First) (Middle)

OSHKOSH CORPORATION, 2307  
OREGON STREET

(Street)

OSHKOSH, WI 54902

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 07/30/2013                              |                                                             | D                                       |                                                                            | 5,329                                                                                                              | D                                                                    | 0                                                                 |

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

**Persons who respond to the collection of  
information contained in this form are not  
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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<br>Derivative<br>Security<br>(Instr. 3)              | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | 8. Amount or<br>Number of<br>Shares of<br>Common<br>Stock |
|------------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|-----------------------------------------------------------|
| Nonemployee<br>Director Stock<br>Option<br>(Right-to-buy)<br>(2) | \$ 28.62                                                              | 07/30/2013                              |                                                             | D                                       | 4,400                                                                                                        | (3) 05/06/2014                                                 | Common<br>Stock                                                | 4,400                                                     |
| Nonemployee<br>Director Stock<br>Option<br>(Right-to-buy)<br>(2) | \$ 49.3                                                               | 07/30/2013                              |                                                             | D                                       | 2,500                                                                                                        | (3) 05/05/2015                                                 | Common<br>Stock                                                | 2,500                                                     |
| Restricted<br>Stock Units                                        | (4)                                                                   | 07/30/2013                              |                                                             | D                                       | 600                                                                                                          | (5) (5)                                                        | Common<br>Stock                                                | 600                                                       |
| Restricted<br>Stock Units                                        | (4)                                                                   | 07/30/2013                              |                                                             | D                                       | 1,700                                                                                                        | (5) (5)                                                        | Common<br>Stock                                                | 1,700                                                     |
| Phantom Stock<br>Units                                           | (6)                                                                   | 07/30/2013                              |                                                             | D                                       | 9,592.9                                                                                                      | (7) (7)                                                        | Common<br>Stock                                                | 9,592.9                                                   |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships |           |         |       |
|-----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                   | Director      | 10% Owner | Officer | Other |
| SZEWS CHARLES L<br>OSHKOSH CORPORATION<br>2307 OREGON STREET<br>OSHKOSH, WI 54902 | X             |           |         |       |

## Signatures

/s/ Brent A. Walters,  
Attorney-in-fact  
Date 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)

## Edgar Filing: GARDNER DENVER INC - Form 4

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 Charles L. Szews, 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.

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