### Edgar Filing: Larsen Michael M - Form 4

Form 4	/1										
August 14, 2012											
FORM 4	UNITED	STATES	SECU	RITIFS /	ND FY	CHANGE		- .T	PPROVAL		
~		SIAILS		ashington				N OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5		CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ction 16(a) of the Securities Exchange Act of 1934,					Expires:January 31, 2005Estimated average burden hours per response0.5				
obligations may continue. <i>See</i> Instruction 1(b). (Print or Type Respo				•	•	npany Act 19 Act of 1	of 1935 or Section 940	on			
× 21 1	,										
1. Name and Address of Reporting Person <u>*</u> Larsen Michael M			2. Issuer Name <b>and</b> Ticker or Trading Symbol GARDNER DENVER INC [GDI]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (	Middle)		of Earliest T			(Che	eck all applicabl	k all applicable)		
			(Month/Day/Year) 08/10/2012				Director 10% Owner X Officer (give title Other (specify below) Interim CEO and CFO				
			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
	(State)	(Zip)				~ • •	Person				
	· · ·	-					cquired, Disposed		-		
	ansaction Date hth/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report on	a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly o	or indirectly.				
					inforn requii	nation cont red to respo ays a curre	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab					posed of, or convertible s	Beneficially Owner securities)	1			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	iorDerivative	Expiration Date	Underlying Securities	De

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (a or Disposed (D) (Instr. 3, 4, and 5)	d of	(Month/Day/	'Year)	(Instr. 3 and	4)	Sec (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	08/10/2012		А	15,847		<u>(1)</u>	(1)	Common Stock	15,847	

## **Reporting Owners**

Reporting Owner Name / Address		Relationships						
		rector	10% Owner	Officer	Other			
Larsen Michael M GARDNER DENVER, INC. 1500 LIBERTY RIDGE DRIVE, SUIT WAYNE, PA 19087	ГЕ 3000			Interim CEO and CFO				
Signatures								
Brent A. Walters, Attorney-in-fact	08/14/2012							
**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).

The restricted stock units granted under the Company's Amended and Restated Long-Term Incentive Plan will vest over a 2 year period, with 25% vesting on August 10, 2013 and the remaining 75% vesting on August 10, 2014. Each restricted stock unit represents a right to

(1) receive one share of the Company's common stock upon vesting. The restricted stock units generally will be paid out on the earliest to occur of vesting, death, disability or change in control (each as defined in the award), but payment on account of termination of employment may be delayed until 6 months following termination if required for tax purposes.

#### **Remarks:**

Brent A. Walters, Attorney-in-fact for Michael M. Larsen, pursuant to Power of Attorney dated October 11, 2010 and filed wi

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.