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

Form 4									
February 22, 2012		STATES					COMMISSIO	N OMB	PPROVAL 3235-0287
Washington, D.C. 20549       Number:       3235-028         Check this box       if no longer       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF       Section 16.         Section 16.       SECURITIES       Section hours per								January 31, 2005 average urs per	
(Print or Type Respondent) 1. Name and Addres Larsen Michael I	s of Reporting	Person <u>*</u>	Symbol	er Name and		-	5. Relationship o Issuer	of Reporting Per	rson(s) to
GARDNER DEM	(Month/Day/Year) GARDNER DENVER, INC., 1500 LIBERTY RIDGE DRIVE, SUITE			C [GDI]	(Check all applicable) <u>X</u> Director <u>10%</u> Owner <u>X</u> Officer (give title <u>Other (specify below)</u> Vice President & CFO				
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) WAYNE, PA 19087				l	<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>				
(City) (	State)	(Zip)	Tat	ole I - Non-D	erivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
	ansaction Date th/Day/Year)	Execution any	Date, if	Transaction	Disposed (Instr. 3, 4	(A) or of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Reminder: Report on	a separate line	e for each cl	ass of sec	eurities benefi	Perso inform requir	ns who restation cont ed to resp ys a curre	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)
	Tab			curities Acqu ls, warrants,			Beneficially Owner securities)	d	

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

1

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

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day	/Year)	(Instr. 3 and	4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Employee Stock Option (Right-to-buy)	\$ 71.28	02/20/2012		А	9,920	<u>(1)</u>	02/20/2019	Common Stock	9,92
Restricted Stock Units	<u>(2)</u>	02/20/2012		А	4,380	(2)	(2)	Common Stock	4,38

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
Larsen Michael M GARDNER DENVER, INC. 1500 LIBERTY RIDGE DRIVE, SUITE 3000 WAYNE, PA 19087			Vice President & CFO			
Signatures						

Date

Brent A. Walters,	02/22/2012
Attorney-in-fact	02/22/2012

\*\*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).
- (1) The options, granted under the Company's Amended and Restated Long-Term Incentive Plan, are exerciseable in cumulative increments of one-third each on February 20, 2013, 2014 and 2015, respectively.

The restricted stock units granted under the Company's Amended and Restated Long-Term Incentive Plan cliff vest on February 20, 2015. Each restricted stock unit represents a right to receive one share of the Company's common stock upon vesting. The restricted

(2) 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.