

GARDNER DENVER INC
Form 4
May 04, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
HANSEN FRANK J

(Last) (First) (Middle)

**GARDNER DENVER, INC., 1800
GARDNER EXPRESSWAY**

(Street)

QUINCY, IL 62305

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GARDNER DENVER INC [GDI]

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2007

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 or Price | | |
| Common Stock | 05/02/2007 | | A | | 1,400 (1) | A | \$ 0 28,980 D |
| Common Stock | 05/03/2007 | | M | | 9,000 | A | \$ 13.43 37,980 D |
| Common Stock | 05/03/2007 | | M | | 9,000 | A | \$ 19 46,980 D |
| Common Stock | 05/03/2007 | | S | | 300 | D | \$ 38 46,680 D |
| Common Stock | 05/03/2007 | | S | | 123 | D | \$ 37.98 46,557 D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 05/03/2007 | S | 200 | D | \$ 37.97 | 46,357 | D |
| Common Stock | 05/03/2007 | S | 500 | D | \$ 37.96 | 45,857 | D |
| Common Stock | 05/03/2007 | S | 300 | D | \$ 37.95 | 45,557 | D |
| Common Stock | 05/03/2007 | S | 300 | D | \$ 37.94 | 45,257 | D |
| Common Stock | 05/03/2007 | S | 600 | D | \$ 37.93 | 44,657 | D |
| Common Stock | 05/03/2007 | S | 2,000 | D | \$ 37.92 | 42,657 | D |
| Common Stock | 05/03/2007 | S | 500 | D | \$ 37.91 | 42,157 | D |
| Common Stock | 05/03/2007 | S | 3,500 | D | \$ 37.9 | 38,657 | D |
| Common Stock | 05/03/2007 | S | 1,523 | D | \$ 37.89 | 37,134 | D |
| Common Stock | 05/03/2007 | S | 1,577 | D | \$ 37.88 | 35,557 | D |
| Common Stock | 05/03/2007 | S | 3,377 | D | \$ 37.87 | 32,180 | D |
| Common Stock | 05/03/2007 | S | 1,400 | D | \$ 37.86 | 30,780 | D |
| Common Stock | 05/03/2007 | S | 300 | D | \$ 37.85 | 30,480 | D |
| Common Stock | 05/03/2007 | S | 600 | D | \$ 37.84 | 29,880 | D |
| Common Stock | 05/03/2007 | S | 600 | D | \$ 37.83 | 29,280 | D |
| Common Stock | 05/03/2007 | S | 300 | D | \$ 37.82 | 28,980 | D |

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Nonemployee Director Stock Option (Right-to-buy) | \$ 38.32 | 05/02/2007 | | A | 3,600 | 05/02/2008 05/02/2012 | | Common Stock |
| Nonemployee Director Stock Option (Right-to-buy) | \$ 19 | 05/03/2007 | | M | 9,000 | 05/05/2006 05/05/2010 | | Common Stock |
| Nonemployee Director Stock Option (Right-to-buy) | \$ 13.43 | 05/03/2007 | | M | 9,000 | 05/05/2005 05/05/2009 | | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HANSEN FRANK J GARDNER DENVER, INC. 1800 GARDNER EXPRESSWAY QUINCY, IL 62305 | | X | | |

Signatures

/s/Tracy D. Pagliara
05/04/2007
**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) Restricted stock, granted under the Company's Amended and Restated Long-Term Incentive Plan, has a 3-year cliff vesting provision and will be subject to forfeiture and transfer restrictions until the shares vest on May 2, 2010.

Remarks:

Tracy D. Pagliara, Attorney-in-fact for Frank J. Hansen, pursuant to Power of Attorney dated September 3, 2002 and filed with

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