

CENTANNI ROSS J
Form 4
May 09, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CENTANNI ROSS 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)
05/07/2008

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) ___X___ Other (specify below)
Chairman Emeritus

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/07/2008		S	2,700 D \$ 49.01	327,006	D	
Common Stock	05/07/2008		S	27,600 D \$ 49	299,406	D	
Common Stock	05/07/2008		S	1,900 D \$ 48.99	297,506	D	
Common Stock	05/07/2008		S	1,700 D \$ 48.98	295,806	D	
Common Stock	05/07/2008		S	717 D \$ 48.97	295,089	D	

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Common Stock	05/07/2008		S	6,183	D	\$ 48.96	288,906	D	
Common Stock	05/07/2008		S	20,000	D	\$ 48.95	268,906	D	
Common Stock	05/07/2008		S	11,400	D	\$ 48.92	257,506	D	
Common Stock	05/07/2008		S	21,300	D	\$ 48.87	236,206	D	
Common Stock	05/07/2008		S	2,400	D	\$ 48.86	233,806	D	
Common Stock	05/07/2008		S	30,190	D	\$ 48.85	203,616	D	
Common Stock	05/07/2008		S	1,000	D	\$ 48.82	202,616	D	
Common Stock	05/07/2008		S	1,300	D	\$ 48.81	201,316	D	
Common Stock	05/07/2008		S	2,000	D	\$ 48.8	199,316	D	
Common Stock	05/07/2008		S	2,410	D	\$ 48.78	196,906	D	
Common Stock	05/07/2008		S	800	D	\$ 48.72	196,106	D	
Common Stock	05/07/2008		S	28,500	D	\$ 48.71	167,606	D	
Common Stock	05/07/2008		S	3,100	D	\$ 49.14	405 ⁽¹⁾	I	By wife
Common Stock	05/07/2008		S	405	D	\$ 49.05	0 ⁽¹⁾	I	By wife

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 required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CENTANNI ROSS J
GARDNER DENVER, INC.
1800 GARDNER EXPRESSWAY
QUINCY, IL 62305

Chairman Emeritus

Signatures

/s/Diana C. Toman,
Attorney-in-fact

05/09/2008

__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) The reporting person disclaims the beneficial ownership of all securities held by his wife and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16, or any other purpose.

Remarks:

Form 4 Filing 2 of 3 (continuation report). Related transactions effected by the Reporting Person on May 7 and 8, 2008 are re

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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