

GARDNER DENVER INC

Form 4

May 04, 2007

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

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(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 (A) or (D)	Price	
Common Stock	05/02/2007		A		1,400 (1)	\$ 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 An Underlying Sec (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A c c o u n t N o m e n c l a t e d I n S t a t e M e m o r a n d u m
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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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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