

GARDNER DENVER INC  
Form 8-K  
October 29, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K  
CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of report (Date of earliest event reported)  
October 29, 2009  
Gardner Denver, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

|  |                             |                                      |
|--|-----------------------------|--------------------------------------|
| Delaware   | 1-13215                     | 76-0419383                           |
| (State or Other<br>Jurisdiction of<br>Incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

|   |            |
|---|------------|
| 1800 Gardner Expressway<br>Quincy, Illinois | 62305      |
| (Address of Principal Executive Offices)    | (Zip Code) |

(217) 222-5400

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On October 29, 2009, Gardner Denver, Inc. (the Company ) and Wells Fargo Bank, National Association ( Wells Fargo ), entered into an amendment ( Amendment No. 1 ) to the Amended and Restated Rights Agreement, dated as of January 17, 2005, between the Company and the Rights Agent named therein (the Amended and Restated Rights Agreement ) pursuant to which Wells Fargo was appointed as successor rights agent thereunder. A copy of Amendment 1 is attached to this Form 8-K as Exhibit 4.2 and incorporated herein by reference.

**Item 8.01 Other Events.**

On October 29, 2009, the Company appointed Wells Fargo to be the new transfer agent, registrar and dividend disbursing agent with respect to the Company s common stock.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

- 4.2 Amendment No. 1 to the Amended and Restated Rights Agreement, dated as of October 29, 2009, between Gardner Denver, Inc. and Wells Fargo Bank, National Association.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**GARDNER DENVER, INC.**

Date: October 29, 2009

By: /s/ Brent A. Walters  
Brent A. Walters  
Vice President, General Counsel and  
Chief Compliance Officer

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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 4.2                | Amendment No. 1 to the Amended and Restated Rights Agreement, dated as of October 29, 2009, between Gardner Denver, Inc. and Wells Fargo Bank, National Association. |

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