

GARDNER DENVER INC
Form 4
May 13, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

05/09/2008

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) Other (specify below)
Chairman Emeritus

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/12/2008 | | S | | 400 D \$ 48.38 | D | |
| Common Stock | 05/12/2008 | | S | | 1,100 D \$ 48.37 | D | |
| Common Stock | 05/12/2008 | | S | | 600 D \$ 48.36 | D | |
| Common Stock | 05/12/2008 | | S | | 10,800 D \$ 48.35 | D | |
| Common Stock | 05/12/2008 | | S | | 100 D \$ 48.34 | D | |

Edgar Filing: GARDNER DENVER INC - Form 4

| | | | | | | | | |
|--------------|------------|---|--------|---|----------|-----------------------|---|----------------------|
| Common Stock | 05/12/2008 | S | 335 | D | \$ 48.33 | 195,841 | D | |
| Common Stock | 05/12/2008 | S | 385 | D | \$ 48.32 | 195,456 | D | |
| Common Stock | 05/12/2008 | S | 100 | D | \$ 48.3 | 195,356 | D | |
| Common Stock | 05/12/2008 | S | 700 | D | \$ 48.29 | 194,656 | D | |
| Common Stock | 05/12/2008 | S | 200 | D | \$ 48.28 | 194,456 | D | |
| Common Stock | 05/12/2008 | S | 1,200 | D | \$ 48.26 | 193,256 | D | |
| Common Stock | 05/12/2008 | S | 10,650 | D | \$ 48.25 | 182,606 | D | |
| Common Stock | 05/12/2008 | S | 100 | D | \$ 48.12 | 182,506 | D | |
| Common Stock | 05/12/2008 | S | 900 | D | \$ 48.06 | 181,606 | D | |
| Common Stock | 05/12/2008 | S | 14,000 | D | \$ 48 | 167,606 | D | |
| Common Stock | | | | | | 46,116 ⁽¹⁾ | I | 401K and Excess Plan |

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.

SEC 1474
(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 Disposed of (D) (Instr. 3, 4, and 5) | 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|-------|------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

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

05/13/2008

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 acquired shares under the Company's Retirement Savings Plan, a 401(k) plan, and the related Supplemental Excess Defined Contribution Plan. The information reported herein is based on a report dated as of 5/5/08 from the Plan's recordkeeper, JPMorgan.

Remarks:

Form 4 Filing 3 of 3. Related transactions effected by the Reporting Person on May 9 and 12, 2008 are reported on additional

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.