

GARDNER DENVER INC
Form 4
May 08, 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 *
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)

05/04/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

Chairman, President & CEO

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)
Common Stock	05/04/2007		M	30,000 A	\$ 13.42	338,896	D
Common Stock	05/04/2007		S	400 D	\$ 38.55	338,496	D
Common Stock	05/04/2007		S	2,200 D	\$ 38.52	336,296	D
Common Stock	05/04/2007		S	500 D	\$ 38.51	335,796	D
Common Stock	05/04/2007		S	7,400 D	\$ 38.5	328,396	D

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Common Stock	05/04/2007	S	1,000	D	\$ 38.48	327,396	D
Common Stock	05/04/2007	S	1,000	D	\$ 38.47	326,396	D
Common Stock	05/04/2007	S	100	D	\$ 38.43	326,296	D
Common Stock	05/04/2007	S	100	D	\$ 38.42	326,196	D
Common Stock	05/04/2007	S	800	D	\$ 38.41	325,396	D
Common Stock	05/04/2007	S	100	D	\$ 38.4	325,296	D
Common Stock	05/04/2007	S	1,400	D	\$ 38.38	323,896	D
Common Stock	05/04/2007	S	1,000	D	\$ 38.37	322,896	D
Common Stock	05/04/2007	S	3,600	D	\$ 38.36	319,296	D
Common Stock	05/04/2007	S	3,700	D	\$ 38.35	315,596	D
Common Stock	05/04/2007	S	1,700	D	\$ 38.34	313,896	D
Common Stock	05/04/2007	S	2,100	D	\$ 38.33	311,796	D
Common Stock	05/04/2007	S	600	D	\$ 38.32	311,196	D
Common Stock	05/04/2007	S	100	D	\$ 38.31	311,096	D
Common Stock	05/04/2007	S	2,200	D	\$ 38.3	308,896	D
Common Stock	05/07/2007	M	24,710	A	\$ 13.42	333,606	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 Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right-to-buy)	\$ 13.42	05/04/2007		M		30,000		<u>(1)</u>	03/02/2008	Common Stock	30,000
Employee Stock Option (Right-to-buy)	\$ 13.42	05/07/2007		M		24,710		<u>(1)</u>	03/02/2008	Common Stock	24,710

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, President & CEO

Signatures

/s/ Tracy D. Pagliara,
Attorney-in-fact 05/08/2007

__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) The options, granted under the Company's Long-Term Incentive Plan, as amended, are exercisable in cumulative increments of one-third each.

Remarks:

Form 4 Filing 1 of 2 (continuation report). Related transactions effected by the Reporting Person on May 4 and May 7, 2007
Tracy D. Pagliara, Attorney-in-fact for Ross J. Centanni, pursuant to Power of Attorney dated August 28, 2002 and filed with
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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