

GARDNER DENVER INC
Form 4
June 10, 2008

FORM 4

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

OMB APPROVAL

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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 *
CORNELL HELEN W

(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)
05/27/2008

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)

EVP, Finance & CFO

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Common Stock | 05/27/2008 | | G | V 3,000 D \$ 0 | 94,393 ⁽¹⁾ | I | Trusts |
| Common Stock | 06/06/2008 | | M | 10,384 A \$ 8.81 | 20,498 | D | |
| Common Stock | 06/06/2008 | | S | 100 D \$ 53.5 | 20,398 | D | |
| Common Stock | 06/06/2008 | | S | 100 D \$ 53.49 | 20,298 | D | |
| Common Stock | 06/06/2008 | | S | 300 D \$ 53.46 | 19,998 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|----------------------|---|----------------------|
| Common Stock | 06/06/2008 | S | 800 | D | \$ 53.45 | 19,198 | D | |
| Common Stock | 06/06/2008 | S | 100 | D | \$ 53.34 | 19,098 | D | |
| Common Stock | 06/06/2008 | S | 25 | D | \$ 53.33 | 19,073 | D | |
| Common Stock | 06/06/2008 | S | 100 | D | \$ 53.32 | 18,973 | D | |
| Common Stock | 06/06/2008 | S | 4,300 | D | \$ 53.29 | 14,673 | D | |
| Common Stock | 06/06/2008 | S | 3,347 | D | \$ 53.27 | 11,326 | D | |
| Common Stock | 06/06/2008 | S | 100 | D | \$ 53.24 | 11,226 | D | |
| Common Stock | 06/06/2008 | S | 316 | D | \$ 53.22 | 10,910 | D | |
| Common Stock | 06/06/2008 | S | 596 | D | \$ 53.21 | 10,314 | D | |
| Common Stock | 06/06/2008 | S | 200 | D | \$ 53.2 | 10,114 | D | |
| Common Stock | | | | | | 7,670 ⁽²⁾ | 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.

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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 Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee | \$ 8.81 | 06/06/2008 | | M | 10,384 | <u>(3)</u> | 03/06/2010 | Common | 10,384 |

Stock Option
(Right-to-buy)

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CORNELL HELEN W GARDNER DENVER, INC. 1800 GARDNER EXPRESSWAY QUINCY, IL 62305 | | | EVP, Finance & CFO | |

Signatures

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

06/10/2008

__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) Ms. Cornell's Revocable Trust gifted 3,000 shares, held for more than 6 months, on 5/27/2008 to a charitable organization.
The reporting person acquired shares under the Company's Retirement Savings Plan, a 401(k) plan, and the related Supplemental Excess
- (2) Defined Contribution Plan. The information reported herein is based on a report dated as of 6/10/08 from the Plan's recordkeeper, JPMorgan.
- (3) The options, granted under the Company's Long-Term Incentive Plan, as amended, are exercisable in cumulative increments of one-third each.

Remarks:

Exhibit 24: Exhibit 24 Power of Attorney dated May 6, 2008.

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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