

GARDNER DENVER INC
 Form 3
 November 12, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â Steele Jeremy T. (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 11/03/2008 | 3. Issuer Name and Ticker or Trading Symbol GARDNER DENVER INC [GDI] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP, GC, CCO & Asst Sec | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|--------------------------------------------------------------------------------------------|------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|

GARDNER DENVER, INC., Â 1800 GARDNER EXPRESSWAY
 (Street)

QUINCY, Â IL Â 62305
 (City) (State) (Zip)

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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock | 417 ⁽¹⁾ | I | 401K Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (Right-to-buy) | Â (2) | 02/20/2013 | Common Stock | 1,000 | \$ 30.58 | D | Â |
| Employee Stock Option (Right-to-buy) | Â (3) | 02/19/2014 | Common Stock | 1,500 | \$ 35.7 | D | Â |
| Employee Stock Option (Right-to-buy) | Â (4) | 02/18/2015 | Common Stock | 3,200 | \$ 35.88 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Steele Jeremy T. GARDNER DENVER, INC. 1800 GARDNER EXPRESSWAY QUINCY, IL 62305 | Â | Â | Â VP, GC, CCO & Asst Sec | Â |

Signatures

Diana C. Toman,
Attorney-in-fact
Date: 11/12/2008

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 401(k) Retirement Savings Plan. The information reported herein is based on a report dated 11/7/2008 from the Plan's record keeper, JPMorgan.
- (2) The options, granted under the Company's Long-Term Incentive Plan, as Amended and Restated, were exercisable in cumulative increments of one-third each on 2/20/07, 2/20/08 and 2/20/09. Of the outstanding options remaining under this grant, 1,000 will become exercisable on 2/20/09.
- (3) The options, granted under the Company's Long-Term Incentive Plan, as Amended and Restated, were exercisable in cumulative increments of one-third each on 2/19/08, 2/19/09 and 2/19/10. Of the outstanding options remaining under this grant, 750 options will become exercisable on 2/19/09 and 750 options will become exercisable on 2/19/10.
- (4) The options, granted under the Company's Long-Term Incentive Plan, as Amended and Restated, are exercisable in cumulative increments of one-third each on 2/18/09, 2/18/10 and 2/18/11.

Â

Remarks:

Exhibit List: Â Â Exhibit 24 Power of Attorney dated November 5, 2008.

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.