

GARDNER DENVER INC
Form 4
January 05, 2009

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SZEWS CHARLES L

(Last) (First) (Middle)

OSHKOSH TRUCK
CORPORATION, 2307 OREGON
STREET

(Street)

OSHKOSH, WI 54902

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GARDNER DENVER INC [GDI]

3. Date of Earliest Transaction
(Month/Day/Year)

12/31/2008

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)

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)
			Code	V	Amount	(D)	Price

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)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Securi (Instr.				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stk Units	<u>(1)</u>	12/31/2008	A		75.7		<u>(2)</u>	<u>(2)</u>	Common Stock	75.7	\$ 23
Phantom Stk Units	<u>(1)</u>	12/31/2008	A		595.2 (4)		<u>(2)</u>	<u>(2)</u>	Common Stock	595.2	\$ 23

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SZEWS CHARLES L OSHKOSH TRUCK CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902	X

Signatures

/s/Diana C. Toman,
Attorney-in-fact 01/05/2009

**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 security converts to common stock on a one-for-one basis.

The cash value of these units will be distributed to the director or beneficiary on the first day of the month following the date upon which
(2) the director ceases to be a director of the Company for any reason, (or in no more than twelve installments beginning on the
aforementioned date) pursuant to the Company's Phantom Stock Plan for Outside Directors (the "Phantom Plan").

(3) Cumulative phantom stock units accumulated by director during his Board tenure.

(4) These phantom stock units were accrued under the Phantom Plan as a result of an election by the reporting person to defer compensation.

Remarks:

Diana C. Toman, Attorney-in-fact for Charles L. Szews, pursuant to Power of Attorney dated May 6, 2008 and filed with the S

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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