

GARDNER DENVER INC  
 Form 4  
 July 29, 2009

**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 \*  
**ARNOLD MICHAEL C**  
  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**GARDNER DENVER INC [GDI]**

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)

**THE TIMKEN COMPANY, 1835 DUEBER AVENUE SW**  
  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**07/27/2009**

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

**CANTON, OH 44706-2798**  
  
 (City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		
					Amount		
				(D)	Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)

Edgar Filing: GARDNER DENVER INC - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Number of Shares
Nonemployee Director Stock Option (Right-to-buy)	\$ 29.69	07/27/2009	A	3,200					07/27/2010 <sup>(1)</sup>	07/27/2014	Common Stock	3
Restricted Stock Units	<sup>(2)</sup>	07/27/2009	A	1,400					<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	1

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARNOLD MICHAEL C THE TIMKEN COMPANY 1835 DUEBER AVENUE SW CANTON, OH 44706-2798	X			

## Signatures

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

07/28/2009

\*\*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 options, granted under the Company's Amended and Restated Long-Term Incentive Plan fully vest one year from issue date.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.  
The restricted stock units granted under the Company's Amended and Restated Long-Term Incentive Plan, cliff vest on 7/27/2012. The
- (3) underlying stock will be delivered to the reporting person no later than the later of (a) 2-1/2 months following the end of the Company's fiscal year when the restricted stock units vest or (b) as soon as administratively practicable following the end of such fiscal year.

### Remarks:

Diana C. Toman, Attorney-in-fact for Michael C. Arnold, pursuant to Power of Attorney dated June 2, 2009 and filed with the

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.