

SCHUMACHER DIANE K
Form 4
January 03, 2003

FORM 4

OMB APPROVAL
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person\*

Schumacher Diane K.
(Last) (First) (Middle)

Cooper Industries, Inc.
600 Travis, Suite 5800
(Street)

Houston TX 77002
(City) (State) (Zip)

2. Issuer Name AND Ticker or Trading Symbol

Gardner Denver, Inc. (GDI)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year

December 31, 2002

5. If Amendment, Date of Original (Month/Day/Year)

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

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

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7. 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.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(Month/<br>Day/Year) | 2A.<br>Deemed<br>Execution<br>Date, if any<br>(Month/<br>Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) |   | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  | Price |
|---------------------------------------|---|--|---|---|--|------------------|-------|
|                                       |   |  | Code                                    | V | Amount   | (A)<br>or<br>(D) |       |

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

| 1.<br>Title of<br>Derivative<br>Security | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secu- | 3.<br>Trans-<br>action<br>Date<br>(Month/<br>Day/ | 3A.<br>Execu-<br>tion<br>Date,<br>if any<br>(Month/<br>Day/ | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8) | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5) | 6.<br>Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                 | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) |
|--|---|---|---|---|--|--|-----------------|---|
|  |   |   |   |   |  | Date   | Expira-<br>tion |   |

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| (Instr. 3) | rity | Year) | Year) | Code V | (A) | (D) | isable | Date | Title | Shares |
|------------|------|-------|-------|--------|-----|-----|--------|------|-------|--------|
|------------|------|-------|-------|--------|-----|-----|--------|------|-------|--------|

|                   |         |          |  |   |      |  |     |     |            |      |
|-------------------|---------|----------|--|---|------|--|-----|-----|------------|------|
| Phantom Stk Units | 1-for 1 | 12/31/02 |  | A | 36.9 |  | (1) | (1) | Common Stk | 36.9 |
|-------------------|---------|----------|--|---|------|--|-----|-----|------------|------|

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