

PENNYPACKER BARRY
Form 4
August 21, 2012

FORM 4

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

OMB APPROVAL

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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 *
PENNYPACKER BARRY

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
GARDNER DENVER, INC., 1500
LIBERTY RIDGE DRIVE, SUITE
3000

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/30/2012

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Fmr. President, CEO & Director

WAYNE, PA 19087

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

(City) (State) (Zip)

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 | | | | (A) or (D) | Price |
| Common Stock | 07/30/2012 | | M | | | 3,700 | A | \$ 18.53 | 46,127 | D | |
| Common Stock | 07/30/2012 | | S | | | 3,700 | D | \$ 57.0198 | 42,427 | D | |
| Common Stock | 07/31/2012 | | M | | | 46,300 | A | \$ 18.53 | 88,727 | D | |
| Common Stock | 07/31/2012 | | S | | | 46,300 | D | \$ 57.031 | 42,427 | D | |
| Common Stock | | | | | | | | | 627 ⁽¹⁾ | I | 401(K) & Excess |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| Employee Stock Option (Right-to-buy) | \$ 18.53 | 07/30/2012 | | M | 3,700 | (2) | 02/23/2016 | Common Stock | 3,700 |
| Employee Stock Option (Right-to-buy) | \$ 18.53 | 07/31/2012 | | M | 46,300 | (2) | 02/23/2016 | Common Stock | 46,300 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PENNYPACKER BARRY
GARDNER DENVER, INC.
1500 LIBERTY RIDGE DRIVE, SUITE 3000
WAYNE, PA 19087

Fmr. President, CEO & Director

Signatures

Barry L.
Pennypacker 08/21/2012

**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).

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- The reporting person acquired shares under the Company's Retirement Savings Plan, a 401(k) plan, and the related Supplemental Excess
- (1) Defined Contribution Plan. The information reported herein is based on a report dated July 31, 2012 from the Plan's recordkeeper, JPMorgan.
 - (2) The options, granted under the Company's Amended and Restated Long-Term Incentive Plan, are exercisable in cumulative increments of one-third each on February 23, 2010, 2011 and 2012, respectively.

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.