

GARDNER DENVER INC
 Form 4
 May 13, 2008

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 *
CENTANNI ROSS J

(Last) (First) (Middle)

**GARDNER DENVER, INC., 1800
 GARDNER EXPRESSWAY**

(Street)

QUINCY, IL 62305

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2008

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)
 Chairman Emeritus

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/09/2008 | | M | | 56,368 A \$ 8.84 | 223,974 | D |
| Common Stock | 05/09/2008 | | S | | 1,000 D \$ 48.11 | 222,974 | D |
| Common Stock | 05/09/2008 | | S | | 100 D \$ 48.07 | 222,874 | D |
| Common Stock | 05/09/2008 | | S | | 100 D \$ 48.06 | 222,774 | D |
| Common Stock | 05/09/2008 | | S | | 5,168 D \$ 48.05 | 217,606 | D |

Edgar Filing: GARDNER DENVER INC - Form 4

| | | | | | | | |
|--------------|------------|---|---------|---|----------|---------|---|
| Common Stock | 05/09/2008 | S | 15,000 | D | \$ 48.04 | 202,606 | D |
| Common Stock | 05/09/2008 | S | 35,000 | D | \$ 48 | 167,606 | D |
| Common Stock | 05/12/2008 | M | 100,000 | A | \$ 14.51 | 267,606 | D |
| Common Stock | 05/12/2008 | M | 35,420 | A | \$ 8.84 | 303,026 | D |
| Common Stock | 05/12/2008 | S | 400 | D | \$ 49.2 | 302,626 | D |
| Common Stock | 05/12/2008 | S | 400 | D | \$ 49.12 | 302,226 | D |
| Common Stock | 05/12/2008 | S | 700 | D | \$ 49.11 | 301,526 | D |
| Common Stock | 05/12/2008 | S | 17,968 | D | \$ 49.1 | 283,558 | D |
| Common Stock | 05/12/2008 | S | 700 | D | \$ 49.08 | 282,858 | D |
| Common Stock | 05/12/2008 | S | 100 | D | \$ 49.07 | 282,758 | D |
| Common Stock | 05/12/2008 | S | 300 | D | \$ 49.06 | 282,458 | D |
| Common Stock | 05/12/2008 | S | 600 | D | \$ 49.05 | 281,858 | D |
| Common Stock | 05/12/2008 | S | 700 | D | \$ 49.04 | 281,158 | D |
| Common Stock | 05/12/2008 | S | 1,000 | D | \$ 49.03 | 280,158 | D |
| Common Stock | 05/12/2008 | S | 100 | D | \$ 49.02 | 280,058 | D |
| Common Stock | 05/12/2008 | S | 1,500 | D | \$ 49.01 | 278,558 | D |
| Common Stock | 05/12/2008 | S | 19,500 | D | \$ 49 | 259,058 | D |
| Common Stock | 05/12/2008 | S | 106 | D | \$ 48.99 | 258,952 | D |
| Common Stock | 05/12/2008 | S | 100 | D | \$ 48.98 | 258,852 | D |
| Common Stock | 05/12/2008 | S | 1,100 | D | \$ 48.97 | 257,752 | D |

Edgar Filing: GARDNER DENVER INC - Form 4

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 (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) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am or Num of S |
| Employee Stock Option (Right-to-buy) | \$ 8.84 | 05/09/2008 | | M | | 56,368 | | (1) | 02/24/2013 | Common Stock | 35 |
| Employee Stock Option (Right-to-buy) | \$ 8.84 | 05/12/2008 | | M | | 35,420 | | (1) | 02/24/2013 | Common Stock | |
| Employee Stock Option (Right-to-buy) | \$ 14.51 | 05/12/2008 | | M | | 100,000 | | (1) | 02/23/2011 | Common Stock | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CENTANNI ROSS J
GARDNER DENVER, INC.
1800 GARDNER EXPRESSWAY
QUINCY, IL 62305

Chairman Emeritus

Signatures

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

05/13/2008

**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)

Edgar Filing: GARDNER DENVER INC - Form 4

The options, granted under the Company's Long-Term Incentive Plan, as amended, are exercisable in cumulative increments of one-third each.

Remarks:

Form 4 Filing 1 of 3. Related transactions effected by the Reporting Person on May 9 and 12, 2008 are reported on additional

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.