BARGER DONALD G JR

Form 4 June 03, 2005

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

2. Issuer Name and Ticker or Trading

GARDNER DENVER INC [GDI]

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

BARGER DONALD G JR

(First)

(Middle)

(Month/Day/Year) 06/01/2005

Symbol

C/O YELLOW CORP, 10990 ROE AVENUE (MS A1030)

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

X Director 10% Owner Officer (give title Other (specify

below)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

OVERLAND PARK, KS 66211-1213

(City)

1.Title of

Security

(Instr. 3)

(Last)

(State)

(Month/Day/Year)

(Zip)

anv

Execution Date, if

(Month/Day/Year)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities TransactionAcquired (A) or Disposed of (D) Code

(Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

(A) or

5. Amount of Securities Beneficially Owned Following

(Instr. 3 and 4)

Reported Transaction(s) 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

or Exercise

Security

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number Transactionof Code Derivative

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

Derivat Security

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Instr. 5
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stk Units	<u>(3)</u>	06/01/2005		A		14.9		<u>(1)</u>	<u>(1)</u>	Common Stk	14.9	\$ 39.2
Phantom Stk Units	<u>(3)</u>	06/01/2005		A		34 (2)		<u>(1)</u>	<u>(1)</u>	Common Stk	34 (2)	\$ 39.2

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BARGER DONALD G JR C/O YELLOW CORP 10990 ROE AVENUE (MS A1030) OVERLAND PARK, KS 66211-1213



Signatures

/s/ Donald G. Barger, Jr. 06/03/2005

**Signature of Reporting 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).
 - 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
- (1) 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").
- (2) These phantom stock units were accrued under the Phantom Plan as a result of an election by the reporting person to defer compensation.
- (3) The security converts to common stock on a one-for-one basis.
- (4) Cumulative phantom units accumulated by director during his Board tenure.

Remarks:

Tracy D. Pagliara, Attorney-in-fact for Donald G. Barger, Jr., pursuant to Power of Attorney dated September 24, 2002 and filed with the SEC on October 2, 2002.

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.

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