GARDNER DENVER INC

Form 4 March 08, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction 1(b).

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 * BARGER DONALD G JR

2. Issuer Name and Ticker or Trading Symbol

GARDNER DENVER INC [GDI]

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

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3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

(Last)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 03/06/2006

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

6. Individual or Joint/Group Filing(Check

(Check all applicable)

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

(State)

(Street)

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

Applicable Line)

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

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

OVERLAND PARK, KS 66211-1213

(City)

						-	´ -		•
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi		•	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(· · · · · · · · · · · · · · · · · · ·	any	Code	(Instr. 3,		` ′	Beneficially	Form: Direct	Beneficial
,		(Month/Day/Year)	(Instr. 8)	,			Owned	(D) or	Ownership
		• •	,				Following	Indirect (I)	(Instr. 4)
					(4)		Reported	(Instr. 4)	
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/06/2006		F	931	D	\$ 62.575	11,829	D	
Common Stock	03/06/2006		M	3,000	A	\$ 19.435	14,829	D	

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

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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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ve Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Non-employee Director Stk Option (right-to-buy)	\$ 19.435	03/06/2006		M	3,000	(2)	05/02/2006	Common Stock	3,00

Reporting Owners

Reporting Owner Name / Address	Relationships					
	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. 03/08/2006

**Signature of Reporting Date

Ferson

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) Options granted under the Company's Long-Term Incentive Plan, as amended, a Rule 16b-3 plan.
- (2) Options vested in one installment on May 2, 2002.

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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