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GARDNER Form 4 May 04, 20	2 DENVER INC										
FORM	ЛЛ	CT A TEC	SECU	DITIES A		CHANCE			PPROVAL		
Check t	UNITED	Washington, D.C. 20549							3235-0287 January 31,		
if no lor subject Section Form 4	to STATE 16.	STATEMENT OF CHANGES IN F SECURI									
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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 <u>*</u> PETRATIS DAVID D (Last) (First) (Middle)			Symbol	er Name and NER DEI			5. Relationship of Reporting Person(s) to Issuer				
				of Earliest T			(Check all applicable)				
SCHNEIDER ELECTRIC, 1415 ROSELLE ROAD				Day/Year)			X_ Director 10% Owner Officer (give title Other (specify below) below)				
				. If Amendment, Date Original ïled(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
PALATIN	E, IL 60067						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	cquired, Disposed of	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution 1 any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities benet	ficially ow	ned directly of	or indirectly.				
					inforr	nation cont	spond to the colle tained in this form	n are not	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securiti
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 3	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numt of Share
Nonemployee Director Stock Option (Right to buy) $\frac{(1)}{(1)}$	\$ 77.18	05/03/2006		А		4,500		05/03/2007	05/03/2011	Common Stock	4,5(

Reporting Owners

Reporting Owner Name / Addre	Relationships							
	Director	10% Owner	Officer Othe					
PETRATIS DAVID D SCHNEIDER ELECTRIC 1415 ROSELLE ROAD PALATINE, IL 60067	Х							
Signatures								
/s/ David D. Petratis	05/04/2006							

**Signature of

Date

Reporting Person

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.

Remarks:

Tracy D. Pagliara, Attorney-in-fact for David D. Petratis, pursuant to Power of Attorney dated July 29, 2004 and filed with the SEC on July 29, 2004.

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.