GARDNER DENVER INC

Form 4

October 03, 2006

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

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(b).

(Last)

1. Name and Address of Reporting Person * PETRATIS DAVID D

(First) (Middle)

SCHNEIDER ELECTRIC, 1415 ROSELLE ROAD

(Street)

2. Issuer Name and Ticker or Trading

Symbol

GARDNER DENVER INC [GDI]

3. Date of Earliest Transaction (Month/Day/Year) 09/29/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip)

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

(A)

or

1.Title of Security (Instr. 3)

PALATINE, IL 60067

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

4. Securities

Owned Following Reported Transaction(s)

Securities Beneficially

(Instr. 3 and 4)

5. Amount of

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(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 Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

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

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

Deriva

Securi

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		(A) or Disposed (D)	Disposed of (D) (Instr. 3, 4,				(Instr.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stk Units	<u>(3)</u>	09/29/2006		A		49.8		<u>(1)</u>	<u>(1)</u>	Common Stk	49.8	\$ 35
Phantom Stk Units	<u>(3)</u>	09/29/2006		A		305.6		<u>(1)</u>	<u>(1)</u>	Common Stk	305.6	\$ 35

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PETRATIS DAVID D SCHNEIDER ELECTRIC 1415 ROSELLE ROAD PALATINE, IL 60067	X						

Signatures

/s/ David D.
Petratis

_**Signature of Reporting Person

10/03/2006

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 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.

Reporting Owners 2