GARDNER DENVER INC

Form 4

February 26, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

response...

5. Relationship of Reporting Person(s) to

burden hours per

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MCKENNA THOMAS M		Symbol CARDNER DENVER INC [CD1]					Issuer					
			GARDNER DENVER INC [GDI]				וטון	(Check all applicable)				
(Last) (First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year)					X Director 10% Owner Officer (give title below) Other (specify below)			
GARDNER DENVER, INC., 1800 GARDNER EXPRESSWAY			02/22/2007									
		(Street)		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
				Filed(Mon	th/Day/Y	ear))			Applicable Line) _X_ Form filed by		
	QUINCY, II	L 62305							Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Table	e I - Noi	n-D	erivative	Secur	ities Acqı	uired, Disposed o	f, or Beneficial	ly Owned
	1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Execution		3. Transac Code (Instr. 3		4. Securi on(A) or Di (Instr. 3,	ispose 4 and (A)	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
					Code	V	Amount	or (D)	Price	(Instr. 3 and 4)		
	Common Stock	02/22/2007			M		9,000	A	\$ 12.91	9,000	D	
	Common Stock	02/22/2007			M		9,000	A	\$ 9.86	18,000	D	
	Common Stock	02/22/2007			M		9,000	A	\$ 13.43	27,000	D	
	Common Stock	02/22/2007			M		9,000	A	\$ 19	36,000	D	
	Common Stock	02/22/2007			S		300	D	\$ 35.76	35,700	D	

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Cor Sto	mmon ck	02/22/2007	M	100	D	\$ 35.75	35,600	D
Con Sto	mmon ck	02/22/2007	M	100	D	\$ 35.74	35,500	D
Con Sto	mmon ck	02/22/2007	M	200	D	\$ 35.63	35,300	D
Con Sto	mmon ck	02/22/2007	M	200	D	\$ 35.62	35,100	D
Con Sto	mmon ck	02/22/2007	M	1,100	D	\$ 35.61	34,000	D
Con Sto	mmon ck	02/22/2007	M	200	D	\$ 35.6	33,800	D
Cor Sto	mmon ck	02/22/2007	M	400	D	\$ 35.59	33,400	D
Con Sto	mmon ck	02/22/2007	M	400	D	\$ 35.58	33,000	D
Con Sto	mmon ck	02/22/2007	M	400	D	\$ 35.57	32,600	D
Con	mmon ck	02/22/2007	M	200	D	\$ 35.56	32,400	D
Con Sto	mmon ck	02/22/2007	M	400	D	\$ 35.55	32,000	D
Con Sto	mmon ck	02/22/2007	M	100	D	\$ 35.54	31,900	D
Con Sto	mmon ck	02/22/2007	M	100	D	\$ 35.53	31,800	D
Con Sto	mmon ck	02/22/2007	M	1,200	D	\$ 35.52	30,600	D
Con Sto	mmon ck	02/22/2007	M	500	D	\$ 35.51	30,100	D
Con Sto	mmon ck	02/22/2007	M	1,200	D	\$ 35.5	28,900	D
Con Sto	mmon ck	02/22/2007	M	700	D	\$ 35.49	28,200	D
Con Sto	mmon ck	02/22/2007	M	800	D	\$ 35.48	27,400	D
Con Sto	mmon ck	02/22/2007	M	700	D	\$ 35.47	26,700	D
Con	mmon ck	02/22/2007	M	100	D	\$ 35.45	26,600	D
		02/22/2007	M	100	D		26,500	D

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Common Stock					\$ 35.43		
Common Stock	02/22/2007	M	300	D	\$ 35.42	26,200	D
Common Stock	02/22/2007	M	300	D	\$ 35.41	25,900	D

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

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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. Transactio Code (Instr. 8)	5. Number proof 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 Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Nonemployee Director Stock Option (right-to-buy)	\$ 12.91	02/22/2007		M	9,000	<u>(2)</u>	05/08/2007	Common Stock	9,000
Nonemployee Director Stock Option (right-to-buy)	\$ 9.86	02/22/2007		M	9,000	<u>(3)</u>	05/07/2008	Common Stock	9,000
Nonemployee Director Stock Option (right-to-buy)	\$ 13.43	02/22/2007		M	9,000	<u>(4)</u>	05/05/2009	Common Stock	9,000
Nonemployee Director Stock Option (right-to-buy)	\$ 19	02/22/2007		M	9,000	(5)	05/04/2010	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MCKENNA THOMAS M GARDNER DENVER, INC. 1800 GARDNER EXPRESSWAY QUINCY, IL 62305



Signatures

/s/Tracy D.

Pagliara 02/26/2007

**Signature of Page 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.
- (2) Options vested in one installment on 5/8/2003.
- (3) Options vested in one installment on 5/7/2004.
- (4) Options vested in one installment on 5/5/2005.
- (5) Options vested in one installment on 5/4/2006.

Remarks:

Form 4 Filing 1 of 3 (continuation report). Related transactions effected by the Reporting Person on February 22, 2007 are reported.

Tracy D. Pagliara, Attorney-in-fact for Thomas M. McKenna, pursuant to Power of Attorney dated September 9, 2002 and file

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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