GARDNER DENVER INC

Form 4 April 02, 2007

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

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

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

GARDNER DENVER INC [GDI]

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HIPP RAYMOND R

(First) (Middle) (Last)

GARDNER DENVER, INC., 1800 GARDNER EXPRESSWAY

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

03/30/2007

Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(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

QUINCY, IL 62305

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

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

3. Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

or

4. Securities

Code V Amount (D) Price

Securities Beneficially Owned Following Reported

5. Amount of

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

(Instr. 4)

Transaction(s) (Instr. 3 and 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)

Code

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed

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

5. Number Transactionof

Derivative

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

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

Security

Derivat

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.		Securit Acquir (A) or Dispos of (D) (Instr. and 5)	ed ed					(Instr. 5
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(1)	03/30/2007		A		51.4		(2)	(2)	Common Stock	51.4	\$ 34.0
Phantom Stk Units	<u>(1)</u>	03/30/2007		A		36.7 (4)		(2)	(2)	Common Stock	36.7 (4)	\$ 34.0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

TPP RAYMOND R

X

HIPP RAYMOND R GARDNER DENVER, INC. 1800 GARDNER EXPRESSWAY QUINCY, IL 62305

Signatures

/s/Tracy D.

Pagliara 04/02/2007

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

Remarks:

Tracy D. Pagliara, Attorney-in-fact for Raymond R. Hipp, pursuant to Power of Attorney dated September 4, 2002 and filed w 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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