#### 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

obligations may continue. See Instruction 1(b).

Form 5

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

2. Issuer Name and Ticker or Trading

GARDNER DENVER INC [GDI]

3. Date of Earliest Transaction

(Print or Type Responses)

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

(First) (Last)

(Middle)

SCHNEIDER ELECTRIC, 1415 ROSELLE ROAD

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

03/30/2007

Symbol

PALATINE, IL 60067

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

\_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

6. Ownership

Form filed by More than One Reporting

5. Amount of

(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)

Execution Date, if

(Month/Day/Year)

Code

3.

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

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(A)

or

4. Securities

Securities Beneficially Owned Following Reported

Transaction(s)

(Instr. 3 and 4)

Form: Direct (I)

7. Nature of Indirect (D) or Indirect Beneficial 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

### Edgar Filing: GARDNER DENVER INC - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of					(Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stk Units	<u>(1)</u>	03/30/2007		A		51.4		(2)	(2)	Common Stock	51.4	\$ 34
Phantom Stk Units	<u>(1)</u>	03/30/2007		A		300.8 (4)		(2)	(2)	Common Stock	300.8 (4)	\$ 34

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>F</b>	Director	10% Owner	•	Other			
PETRATIS DAVID D SCHNEIDER ELECTRIC 1415 ROSELLE ROAD PALATINE, IL 60067	X						

## **Signatures**

## **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 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 David D. Petratis, pursuant to Power of Attorney dated July 29, 2004 and filed with the 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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