Edgar Filing: GARDNER DENVER INC - Form 4

GARDNER DENVER INC

Form 4 May 04, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

Expires:

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January 31, 2005

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See Instruction

Check this box

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

1(b).

(Print or Type Responses)

MCZENNIA THOMAS NA			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer		
	GARD	GARDNER DENVER INC [GDI]				(Check all applicable)			
(Last)	(First) (M	iddle) 3. Date o	f Earliest Tra	ansaction					
•			(Month/Day/Year)				_X_ Director		6 Owner
GARDNER GARDNER	1800 05/02/2	05/02/2007			Officer (gives	ve title Oth below)	er (specify		
(Street) 4. If An			f Amendment, Date Original				6. Individual or Joint/Group Filing(Check		
Filed(Mor			ed(Month/Day/Year)				Applicable Line)		
QUINCY, II						_X_Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (2	Zip) Tab	le I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if		nsactionAcquired (A) or			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D) (Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	3)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
							Reported	(msu. 1)	(msu. 1)
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/02/2007		A	1,400 (1)	A	\$0	1,400	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Nonemployee Director Stock Option (Right-to-buy)	\$ 38.32	05/02/2007		A	3,600	05/02/2008	05/02/2012	Common Stock	3,6

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MCKENNA THOMAS M GARDNER DENVER, INC. 1800 GARDNER EXPRESSWAY QUINCY, IL 62305	X					

Signatures

/s/Tracy D.
Pagliara 05/04/2007

**Signature of Reporting Person 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).
- (1) Restricted stock, granted under the Company's Amended and Restated Long-Term Incentive Plan, has a 3-year cliff vesting provision and will be subject to forfeiture and transfer restrictions until the shares vest on May 2, 2010.

Remarks:

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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