

STEBER RICHARD C
Form 4
June 22, 2007

FORM 4

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

OMB APPROVAL

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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. Name and Address of Reporting Person *
STEBER RICHARD C

(Last) (First) (Middle)
9 TREFOIL DRIVE
(Street)

TRUMBULL, CT 06611-1330

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GARDNER DENVER INC [GDI]

3. Date of Earliest Transaction
(Month/Day/Year)
06/20/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & GM Engrd Products Div

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 06/20/2007 | | M | 2,734 A \$ 30.58 | 27,018 | D | |
| Common Stock | 06/20/2007 | | M | 7,000 A \$ 20.09 | 34,018 | D | |
| Common Stock | 06/20/2007 | | M | 8,340 A \$ 14.51 | 42,358 | D | |
| Common Stock | 06/20/2007 | | F | 3,116 D \$ 42.76 | 39,242 | D | |
| Common Stock | 06/20/2007 | | D | 100 D \$ 43.64 | 39,142 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 06/20/2007 | D | 1,256 | D | \$ 43.62 | 37,886 | D |
| Common Stock | 06/20/2007 | D | 400 | D | \$ 43.61 | 37,486 | D |
| Common Stock | 06/20/2007 | D | 200 | D | \$ 43.6 | 37,286 | D |
| Common Stock | 06/20/2007 | D | 300 | D | \$ 43.59 | 36,986 | D |
| Common Stock | 06/20/2007 | D | 100 | D | \$ 43.58 | 36,886 | D |
| Common Stock | 06/20/2007 | D | 400 | D | \$ 43.57 | 36,486 | D |
| Common Stock | 06/20/2007 | D | 100 | D | \$ 43.56 | 36,386 | D |
| Common Stock | 06/20/2007 | D | 500 | D | \$ 43.55 | 35,886 | D |
| Common Stock | 06/20/2007 | D | 1,400 | D | \$ 43.54 | 34,486 | D |
| Common Stock | 06/20/2007 | D | 600 | D | \$ 43.53 | 33,886 | D |
| Common Stock | 06/20/2007 | D | 100 | D | \$ 43.52 | 33,786 | D |

| | | | | | | | | |
|--------------|--|--|--|--|--|----------------------|---|--------------------------------|
| Common Stock | | | | | | 4,850 ⁽¹⁾ | I | 401(k) and Excess Savings Plan |
|--------------|--|--|--|--|--|----------------------|---|--------------------------------|

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

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(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. Transaction Code (Instr. 8) | 5. Number of 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | | Title |

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| | | | | | | Date Exercisable | Expiration Date | | Amount or Number of Shares |
|--|----------|------------|---|-------|-----|---------------------|--------------------|-------|--|
| Employee Stock Option (Right-to-Buy) | \$ 14.51 | 06/20/2007 | M | 8,340 | (2) | 02/23/2011 | Common Stock | 8,340 | |
| Employee Stock Option (Right-to-Buy) | \$ 20.09 | 06/20/2007 | M | 7,000 | (3) | 02/21/2012 | Common Stock | 7,000 | |
| Employee Stock Option (Right-to-Buy) | \$ 30.58 | 06/20/2007 | M | 2,734 | (4) | 02/20/2013 | Common Stock | 2,734 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STEBER RICHARD C 9 TREFOIL DRIVE TRUMBULL, CT 06611-1330 | | | VP & GM Engrd Products Div | |

Signatures

/s/ Tracy D. Pagliara,
Attorney-in-fact

06/22/2007

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).
- The reporting person acquired shares under the Company's Retirement Savings Plan, a 401(k) plan, and the related Supplemental Excess Defined Contribution Plan. The information reported herein is based on a report dated as of 6/21/07 from the Plan's recordkeeper, JPMorgan.
- (1) The options, granted under the Company's Long-Term Incentive Plan, as amended, vested in three equal installments beginning on 2/23/2005.
 - (2) The options, granted under the Company's Long-Term Incentive Plan, as amended, vested in three equal installments beginning on 2/21/2006.
 - (3) The options, granted under the Company's Long-Term Incentive Plan, as amended, vested in three equal installments beginning on 2/20/2007.
 - (4) The options, granted under the Company's Long-Term Incentive Plan, as amended, vested in three equal installments beginning on 2/20/2007.

Remarks:

Tracy D. Pagliara, Attorney-in-fact for Richard C. Steber, pursuant to Power of Attorney dated February 20, 2007 and filed with the SEC.

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.