

Edgar Filing: GARDNER DENVER INC - Form 4

7. 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) | | Price |
|---------------------------------------|---|--|---|---|--|------------------|-------|
| | | | Code | V | Amount | (A) or (D) | |

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

| 1. Title of Derivative Security | 2. Conver- sion or Exer- cise Price of Deriv- ative Secu- | 3. Trans- action Date (Month/ Day/ | 3A. Execu- tion Date, if any (Month/ Day/ | 4. Trans- action Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|---|---|---|---|--|--|-----------------|---|
| | | | | | | Date | Expira- tion | |

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(Instr. 3) rity Year) Year) Code V (A) (D) cisable Date Title Shares

Phantom Stk Units 1-for-1 1/24/03 A 31.3 (1) (1) Common Stk 31.3

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