

BARGER DONALD G JR  
 Form 4  
 April 02, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**BARGER DONALD G JR**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**GARDNER DENVER, INC., 1800  
 GARDNER EXPRESSWAY**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/31/2009**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

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

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

**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 (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	04/02/2009		M <sup>(1)</sup>	9,000 A \$ 13.43	10,400	D	
Common Stock	04/02/2009		S <sup>(1)</sup>	9,000 D \$ 25.2	1,400	D	

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

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SEC 1474 (9-02)

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**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)
Phantom Stk Units	(2)	03/31/2009		A	87.9	(3) (3)	Common Stock 8
Phantom Stk Units	(2)	03/31/2009		A	734.6 (5)	(3) (3)	Common Stock 7
Nonemployee Director Stock Option (right-to-buy) (6)	\$ 13.43	04/02/2009		M(1)	9,000	(7) 05/05/2009	Common Stock 9

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARGER DONALD G JR GARDNER DENVER, INC. 1800 GARDNER EXPRESSWAY QUINCY, IL 62305	X			

## Signatures

/s/Diana C. Toman,  
Attorney-in-fact 04/02/2009

\_\_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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 25, 2009.
- (2) 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
- (3) 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").
- (4) Cumulative phantom stock units accumulated by director during his Board tenure.

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- (5) These phantom stock units were accrued under the Phantom Plan as a result of an election by the reporting person to defer compensation.
- (6) Options granted under the Company's Long-Term Incentive Plan, as amended, a Rule 16b-3 plan.
- (7) Options vested in one installment on May 5, 2005.

**Remarks:**

Diana C. Toman, Attorney-in-fact for Donald G. Barger, pursuant to Power of Attorney dated May 6, 2008 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.

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