

GARDNER DENVER INC
Form 4
March 29, 2011

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 *
THOMPSON RICHARD L

(Last) (First) (Middle)

GARDNER DENVER, INC., 1500
LIBERTY RIDGE DRIVE, SUITE
3000

(Street)

WAYNE, PA 19087

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/25/2011

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 04/05/2010 | | G ⁽¹⁾ | 5,135 D \$ 0 | 1,400 | D | |
| Common Stock | | | | | 62,535 ⁽²⁾ | I | R&B Thompson 2005 Family Trust |
| Common Stock | 05/14/2010 | | G ⁽¹⁾ | 1,400 D \$ 0 | 0 | D | |
| Common | | | | | 63,935 ⁽²⁾ | I | R&B |

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| | | | | | | | | | |
|-----------------|------------|--|---|-------|---|---------------------|------------|---|--|
| Stock | | | | | | | | | Thompson 2005 Family Trust |
| Common Stock | 03/25/2011 | | M | 9,000 | A | \$ 38.59 | 9,000 | D | |
| Common Stock | 03/25/2011 | | S | 4,400 | D | \$ 76.033 (3) | 4,600 | D | |
| Common Stock | 03/25/2011 | | S | 170 | D | \$ 76.919 (4) | 4,430 | D | |
| Common Stock | | | | | | | 63,935 (2) | I | R&B Thompson 2005 Family Trust |

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|---|---|--------------------------------------|---|--|--|--|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Nonemployee Director Stock Option (Right-to-buy) (5) | \$ 38.59 | 03/25/2011 | | M | 9,000 | (6) | 05/03/2011 | Common Stock | 9,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| THOMPSON RICHARD L GARDNER DENVER, INC. 1500 LIBERTY RIDGE DRIVE, SUITE 3000 WAYNE, PA 19087 | | X | | |

Signatures

/s/ Brent A. Walters,
Attorney-in-fact

03/29/2011

**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) Gift of shares to R&B Thompson 2005 Family Trust. Mr. Thompson and his wife, Barbara, serve as trustees of the trust, and shares held by the trust are attributable to Mr. Thompson as indirectly owned.
 - (2) Shares held indirectly in the R&B Thompson 2005 Family Trust. Mr. Thompson and his wife, Barbara, serve as trustees.
This price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.53 to \$76.34, inclusive. The reporting person undertakes to provide Gardner Denver, Inc., any security holder of Gardner Denver, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (3) to this Form 4.
 - (3) This price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.75 to \$76.93, inclusive. The reporting person undertakes to provide Gardner Denver, Inc., any security holder of Gardner Denver, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4) to this Form 4.
 - (4) Options granted under the Company's Long-Term Incentive Plan, as amended, a Rule 16b-3 plan.
 - (5) Options vested in one installment on May 3, 2007.
 - (6)

Remarks:

Brent A. Walters, Attorney-in-fact for Richard L. Thompson, pursuant to Power of Attorney dated November 12, 2009 and filed

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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