## Edgar Filing: GARDNER DENVER INC - Form 4

GARDNER Form 4 March 30, 2	DENVER INC											
FORM	ΙΔ		OMB APPROVAL									
	UNITED STATE	OMMISSION	OMB Number:	3235-0287								
Check th if no lon subject t Section Form 4 o Form 5	ger o <b>STATEMENT (</b> 16. or	S	IGES IN BENEFICIAL OWN SECURITIES					Expires: January 31, 2005 Estimated average burden hours per response 0.5				
Form 5 obligations may continue. See Instruction 1(b). 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 A THOMPSC	Symbol	r Name <b>and</b> Ticker or Trading NER DENVER INC [GDI]				5. Relationship of Reporting Person(s) to Issuer						
						JDIJ	(Check all applicable)					
(Last) GARDNEF GARDNEF	(Month/Day 03/28/200	-				X_ Director 10% Owner Officer (give title Other (specify below) below)						
(Street) 4. If Ame			ndment, Date Original				6. Individual or Joint/Group Filing(Check					
QUINCY, I	Filed(Month	nth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State) (Zip)	Table	I - Non-D	erivative	Secur	ities Aca	uired, Disposed of,	or Beneficiall	v Owned			
1.Title of Security (Instr. 3)	any	emed 3 on Date, if T (Day/Year) (	3. Fransaction Code	4. Securit (A) or Di (Instr. 3, 4	ies Ac sposec	cquired d of (D) 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct	7. Nature of Indirect			
Common Stock	03/28/2006		М	3,000	A	\$ 19.435	15,200	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)

#### 1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 2. 4. 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Underlying Securities Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) (Month/Day/Year) (Instr. 8) (Instr. 3) Price of Acquired Derivative (A) or Security Disposed of (D) (Instr. 3, 4, and 5) Amour or Date Expiration Title Numbe Exercisable Date of Code V (A) Shares (D) Nonemployee **Director Stock** Common 03/28/2006 (2) 05/02/2006 \$ 19.435 Μ 3,000 3,000 Option (Right Stock to buy) (1)

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# **Reporting Owners**

Reporting Owner Name / Address		Relationships						
		Director	10% Owner	Officer	Other			
THOMPSON RICHARD L GARDNER DENVER INC. 1800 GARDNER EXPRESS QUINCY, IL 62305	WAY	Х						
Signatures								
/s/ Richard L. Thompson		/2006						
**Signature of Reporting Person	Da	te						

## **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) Options granted under the Company's Long-Term Incentive Plan, as amended, a Rule 16b-3 plan.
- (2) Options vested in one installment on May 2, 2002.

#### **Remarks:**

Tracy D. Pagliara, Attorney-in-fact for Richard L. Thompson, pursuant to Power of Attorney dated August 29, 2002 and filed with the SEC on October 2, 2002.

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.