#### GARDNER DENVER INC

Form 4

February 20, 2008

# FORM 4

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

**OMB** Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response...

Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **CORNELL HELEN W** 

2. Issuer Name and Ticker or Trading Symbol

GARDNER DENVER INC [GDI]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner

GARDNER DENVER, INC., 1800

(Street)

02/18/2008

X\_ Officer (give title below) Vice President, Finance & CFO

Other (specify

**GARDNER EXPRESSWAY** 

4. If Amendment, Date Original

Applicable Line) \_X\_ Form filed by One Reporting Person

Filed(Month/Day/Year)

(Month/Day/Year)

Form filed by More than One Reporting

(Instr. 4)

6. Individual or Joint/Group Filing(Check

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

(Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amour **Underlying Securit** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)				
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Option (Right-to-buy)	\$ 35.88	02/18/2008		A	10,900	<u>(1)</u>	02/18/2015	Common Stock	10,9
Restricted Stock Units	<u>(2)</u>	02/18/2008		A	4,500	(3)	(3)	Common Stock	4,5

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CORNELL HELEN W GARDNER DENVER, INC. 1800 GARDNER EXPRESSWAY QUINCY, IL 62305

Vice President, Finance & CFO

## **Signatures**

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

02/20/2008

\*\*Signature of Reporting Person D

### **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) The options, granted under the Company's Amended and Restated Long-Term Incentive Plan, are exerciseable in cumulative increments of one-third each on 2/18/09, 2/18/10 and 2/18/11.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- The restricted stock units granted under the Company's Amended and Restated Long-Term Incentive Plan, cliff vest on 2/18/2011. The underlying stock will be delivered to the reporting person no later than the later of (a) 2-1/2 months following the end of the Company's fiscal year when the restricted stock units vest or (b) as soon as administratively practicable following the end of such fiscal year.

#### Remarks:

Tracy D. Pagliara, Attorney-in-fact for Helen W. Cornell, pursuant to Power of Attorney dated August 29, 2002 and filed with 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.

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