GARDNER DENVER INC

Form 4 April 02, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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OMB APPROVAL

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Check this box

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PETRATIS DAVID D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

GARDNER DENVER INC [GDI]

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year) 03/31/2008

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

SCHNEIDER ELECTRIC, 1415 ROSELLE ROAD

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PALATINE, IL 60067

(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) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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 7. Title and Amount of 8. Price Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deriva Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) Securi

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. | 8) | Acquired (A) or Disposed (D) (Instr. 3, and 5) | d of | | | | | (Instr. |
|----------------------|------------------------------------|------------|------------------|---------|----|---|------|---------------------|--------------------|-----------------|--|---------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stk Units | <u>(1)</u> | 03/31/2008 | | A | | 46.9 | | (2) | (2) | Common Stock | 46.9 | \$ 37 |
| Phantom Stk Units | <u>(1)</u> | 03/31/2008 | | A | | 341.9 (4) | | (2) | (2) | Common Stock | 341.9 | \$ 37 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| rg - | Director | 10% Owner | Officer | Other | | | |
| PETRATIS DAVID D SCHNEIDER ELECTRIC 1415 ROSELLE ROAD PALATINE, IL 60067 | X | | | | | | |

Signatures

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 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 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").
- (3) Cumulative phantom stock units accumulated by director during his Board tenure.
- (4) These phantom stock units were accrued under the Phantom Plan as a result of an election by the reporting person to defer compensation.

Remarks:

Tracy D. Pagliara, Attorney-in-fact for David D. Petratis, pursuant to Power of Attorney dated July 29, 2004 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. 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.

Reporting Owners 2