SZEWS CHARLES L

Form 4

January 05, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

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 Address of Reporting Person * SZEWS CHARLES L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

GARDNER DENVER INC [GDI]

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 12/31/2009

_ Director 10% Owner Officer (give title Other (specify

OSHKOSH TRUCK CORPORATION, 2307 OREGON **STREET**

(Street)

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

(Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

OSHKOSH, WI 54902

Security

(Instr. 3)

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) 5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned (I)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Following Reported (A)

or

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.

(Month/Day/Year)

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)

3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 1. Title of (Month/Day/Year) Execution Date, if Transaction of **Expiration Date** Conversion

Derivat

7. Title and Amount of 8. Price

Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stk Units	(1)	12/31/2009		A	43.6		(2)	(2)	Common Stock	43.6	\$ 40.1
Phantom Stk Units	(1)	12/31/2009		A	336 (4)		<u>(2)</u>	(2)	Common Stock	336	\$ 40.1

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SZEWS CHARLES L OSHKOSH TRUCK CORPORATION 2307 OREGON STREET OSHKOSH, WI 54902



Signatures

/s/Diana C. Toman, Attorney-in-fact

01/05/2010 Date

**Signature of Reporting Person

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
- (2) 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:

Diana C. Toman, Attorney-in-fact for Charles L. Szews, pursuant to Power of Attorney dated November 13, 2009 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.

Reporting Owners 2