Edgar Filing: GARDNER DENVER INC - Form 4

GARDNER DENVI Form 4 July 05, 2005	ER INC								
	JNITED ST		CURITIES A Washington			COMMISSIO		PPROVAL 3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Section 16. Form 4 or Section 16. Form 4 or Section 16. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940								January 31, 2005 average urs per . 0.5	
(Print or Type Responses	3)								
1. Name and Address of Reporting Person <u>*</u> MCKENNA THOMAS M			ssuer Name and bol RDNER DEI		-	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) GARDNER DENVER, INC., 1800 GARDNER EXPRESSWAY			3. Date of Earliest Transaction (Month/Day/Year) 07/01/2005			(Check all applicable) <u>X</u> Director Officer (give title Dother (specify below) <u>Director</u>			
(Street) QUINCY, IL 62305			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 Person			
(City) (Stat	e) (Zi	p)	Table I - Non-I	Derivative	Securities A	cquired, Disposed	of or Beneficia	llv Owned	
	an	A. Deemed xecution Date,	3. if Transactio Code	4. Securiti nAcquired (Disposed ((Instr. 3, 4	es (A) or of (D)	5. Amount of	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Reminder: Report on a s	eparate line for	r each class of	securities bene	Person inform require	ns who rest ation cont ed to respo ys a curre	or indirectly. spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date	Underlying Securities	Derivati
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security	(Month/Da	ıy/Year) (Ins	str. 8)	Securit Acquir (A) or Dispos of (D) (Instr. and 5)	ed ed 3, 4,					(Instr. 5
			Co	de V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stk Units	<u>(3)</u>	07/01/2005	A	L	15.7		<u>(1)</u>	(1)	Common Stk	15.7	\$ 37.0
Phantom Stk Units	<u>(3)</u>	07/01/2005	А	L	90 (2)		<u>(1)</u>	<u>(1)</u>	Common Stk	90 <u>(2)</u>	\$ 37.0

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
MCKENNA THOMAS M GARDNER DENVER, INC. 1800 GARDNER EXPRESSWA QUINCY, IL 62305	Y X							
Signatures								
/s/ Thomas M. 07 McKenna 07	//05/2005							

**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).

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
(1) 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").

- (2) These phantom stock units were accrued under the Phantom Plan as a result of an election by the reporting person to defer compensation.
- (3) The security converts to common stock on a one-for-one basis.
- (4) Cumulative phantom units accumulated by director during his Board tenure.

Remarks:

Tracy D. Pagliara, Attorney-in-fact for Thomas M. McKenna, pursuant to Power of Attorney dated September 9, 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.