GARDNER DENVER INC

Form 4/A August 03, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

GARDNER DENVER INC [GDI]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

3. Date of Earliest Transaction

SCHNEIDER ELECTRIC, 1415

(First)

ROSELLE ROAD

(Month/Day/Year)

05/02/2005

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

(Check all applicable)

(Street)

(State)

(Month/Day/Year)

4. If Amendment, Date Original

Filed(Month/Day/Year)

05/03/2005

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

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

PALATINE, IL 60067

1.Title of 2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or

Code V Amount (D) Price

(Instr. 3 and 4)

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

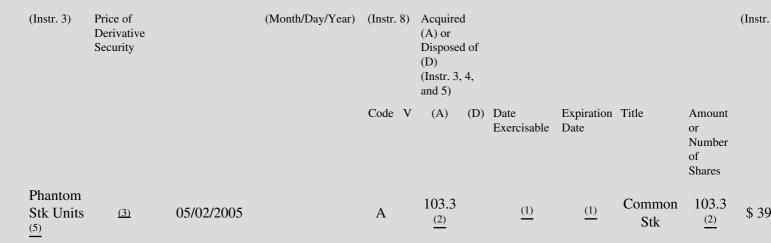
(Month/Day/Year)

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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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Reporting Owners

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

Signatures

Reporting Person

/s/ David D.
Petratis

**Signature of 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).

aforementioned date) pursuant to the Company's Phantom Stock Plan for Outside Directors (the "Phantom Plan").

- 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
- (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.
- There were 25.3 phantom stock units omitted from the reporting person's Form 4 filed May 3, 2005 (i.e., the number of units should have been 103.3 rather than 78.0 as originally reported). These units were also omitted from the reporting person's Form 4 filings on June 3, 2005 and July 5, 2005.

Remarks:

Tracy D. Pagliara, Attorney-in-fact for David D. Petratis, pursuant to Power of Attorney dated July 29, 2004 and filed with the SEC on July 29, 2004.

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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