GARDNER DENVER INC

Form 4 May 27, 2008

FORM 4

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

OMB Number: 3235-0287

burden hours per

5. Relationship of Reporting Person(s) to

Issuer

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

response... 0.5

1(b).

(Print or Type Responses)

PAGLIARA TRACY D

1. Name and Address of Reporting Person *

			GARDNER DENVER INC [GDI]				DI]	(Check all applicable)			
(Last) (First) (Middle) 1800 GARDNER EXPRESSWAY			3. Date of Earliest Transaction (Month/Day/Year) 05/22/2008					Director 10% Owner X Officer (give title Other (specify below)			
				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) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securi on(A) or Do (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	05/22/2008			M	4,978	A	\$ 20.09	33,563	D		
Common Stock	05/22/2008			S	100	D	\$ 49.81	33,463	D		
Common Stock	05/22/2008			S	700	D	\$ 49.8	32,763	D		
Common Stock	05/22/2008			S	900	D	\$ 49.78	31,863	D		
Common Stock	05/22/2008			S	800	D	\$ 49.77	31,063	D		

Edgar Filing: GARDNER DENVER INC - Form 4

Common Stock	05/22/2008	S	640	D	\$ 49.76	30,423	D	
Common Stock	05/22/2008	S	500	D	\$ 49.75	29,923	D	
Common Stock	05/22/2008	S	500	D	\$ 49.74	29,423	D	
Common Stock	05/22/2008	S	300	D	\$ 49.73	29,123	D	
Common Stock	05/22/2008	S	97	D	\$ 49.72	29,026	D	
Common Stock	05/22/2008	S	100	D	\$ 49.71	28,926	D	
Common Stock	05/22/2008	S	341	D	\$ 49.7	28,585	D	
Common Stock						5,400 (1)	I	401K and Excess Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	onversion (Month/Day/Year) Execution Exercise any rice of (Month/Day erivative		4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Employee Stock Option (Right-to-buy)	\$ 20.09	05/22/2008		M	4,978	(2)	02/21/2012	Common Stock	4,97

Edgar Filing: GARDNER DENVER INC - Form 4

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PAGLIARA TRACY D 1800 GARDNER EXPRESSWAY QUINCY, IL 62305

VP Law & GM Compr Div

Signatures

Diana C. Toman, Attorney-in-fact 05/27/2008

**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 reporting person acquired shares under the Company's Retirement Savings Plan, a 401(k) plan, and the related Supplemental Excess
- (1) Defined Contribution Plan. The information reported herein is based on a report dated as of 5/23/08 from the Plan's recordkeeper, JPMorgan.
- (2) The options, granted under the Company's Long-Term Incentive Plan, as amended, are exerciseable in cumulative increments of one-third each.

Remarks:

Diana C. Toman, Attorney-in-fact for Tracy D. Pagliara, pursuant to Power of Attorney dated May 6, 2008 and filed with the St. 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 3