GARDNER DENVER INC

Form 4

November 02, 2004

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

may continue. See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * MCKENNA THOMAS M

(First)

2. Issuer Name and Ticker or Trading Symbol

GARDNER DENVER INC [GDI]

(Middle) 3. Date of Earliest Transaction (Month/Day/Year)

GARDNER DENVER, INC., 1800 10/29/2004 GARDNER EXPRESSWAY

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Form filed by More than One Reporting

X Form filed by One Reporting Person

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

(Check all applicable)

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

below)

X_ Director

Applicable Line)

Officer (give title

QUINCY, IL 62305

(City) (State) (Zip)

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

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of 3. Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Ownership Following (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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof 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 of (D) (Instr. 3, 4, and 5)					(Instr.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stk Units	<u>(3)</u>	10/29/2004		A		21.6		<u>(1)</u>	<u>(1)</u>	Common Stk	21.6	\$ 26
Phantom Stk Units	<u>(3)</u>	10/29/2004		A		123.7 (2)		(1)	<u>(1)</u>	Common Stk	123.7 (2)	\$ 26

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MCKENNA THOMAS M GARDNER DENVER, INC. 1800 GARDNER EXPRESSWAY QUINCY, IL 62305	X						

Signatures

/s/ Thomas M.
McKenna

**Signature of Reporting

Date

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).
- 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 cases to be a director of the Company for any reason (or in no more than twelve installments beginning on the
- (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.

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