BARGER DONALD G JR

Form 4 May 20, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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response...

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

obligations

may continue.

See Instruction

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

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * BARGER DONALD G JR

2. Issuer Name and Ticker or Trading Symbol

GARDNER DENVER INC [GDI]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

05/18/2010

(Check all applicable)

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

GARDNER DENVER, INC., 1800 GARDNER EXPRESSWAY

(First)

(Street) 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

QUINCY, IL 62305

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price Reported Transaction(s) (Instr. 3 and 4)

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

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SEC 1474 (9-02)

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)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number Transactionof Code Derivative

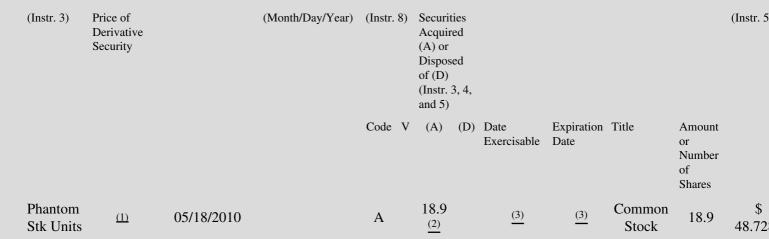
6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

Derivat

Security

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BARGER DONALD G JR
GARDNER DENVER, INC.
1800 GARDNER EXPRESSWAY
QUINCY, IL 62305

Signatures

/s/Brent A. Walters,
Attorney-in-fact
05/20/2010

**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).
- (1) The security converts to common stock on a one-for-one basis.

director in accordance with the terms of the Phantom Plan).

- (2) Each unit was credited for the dividend equivalent as of the dividend record date pursuant to the Company's Phantom Stock Plan for Outside Directors ("Phantom Plan").
- Pursuant to the Phantom Plan, the cash value of these units will be distributed to the director or beneficiary on the first day of the month (3) following the date upon which the director ceases to be a director of the Company for any reason (unless otherwise elected by the
- (4) Cumulative phantom stock units accumulated by director during his Board tenure.

Remarks:

Brent A. Walters, Attorney-in-fact for Donald G. Barger, pursuant to Power of Attorney dated November 12, 2009 and filed w 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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