CORNELL HELEN W

Form 4

September 28, 2010

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CORNELL HELEN W	2. Issuer Name and Ticker or Trading Symbol GARDNER DENVER INC [GDI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check an applicable)		
GARDNER DENVER, INC., 1800 GARDNER EXPRESSWAY	(Month/Day/Year) 09/24/2010	Director 10% Owner _X Officer (give title Other (specify below) EVP, Finance & CFO		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec		
QUINCY, IL 62305	Filed(Month/Day/Year)	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 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Code Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 09/24/2010 M 7,267 A 7,268 D Stock 35.88 Common 09/24/2010 M 7,050 \$ 35.7 14,318 D A Stock Common D 09/24/2010 M 5,334 19,652 18.53 Stock Common S \$ 52 09/24/2010 17,336 D 2,316 D Stock Common 09/24/2010 S 2,315 D D Stock

Edgar Filing: CORNELL HELEN W - Form 4

Common Stock	8,112 (1)	I	401(K) & Excess Plan
Common Stock	643 (2)	I	John L. Cornell Irrevocable Trust
Common Stock	643 (2)	I	Patrick O. Cornell Irrevocable Trust
Common Stock	142,885 (3)	I	Ms. Cornell's Revocable Trust

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number proof Derivative Securities 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)	\$ 35.88	09/24/2010		M	7,267	<u>(4)</u>	02/18/2015	Common Stock	7,26
Employee Stock Option (Right-to-buy)	\$ 35.7	09/24/2010		M	7,050	<u>(4)</u>	02/19/2014	Common Stock	7,05
Employee Stock Option (Right-to-buy)	\$ 18.53	09/24/2010		M	5,334	<u>(4)</u>	02/23/2016	Common Stock	5,33

Edgar Filing: CORNELL HELEN W - Form 4

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CORNELL HELEN W GARDNER DENVER, INC. 1800 GARDNER EXPRESSWAY QUINCY, IL 62305

EVP, Finance & CFO

Signatures

/s/Brent A. Walters, Attorney-in-fact

09/28/2010

**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).
- 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 September 28, 2010 from the Plan's recordkeeper, JPMorgan.
- (2) Shares held in the John L. Cornell Irrevocable Trust and Patrick O. Cornell Irrevocable Trust, which Ms. Cornell's spouse serves as trustee for both of these children's trusts.
- (3) 2,090 of these shares were previously reported as directly beneficially owned, but were contributed to Ms. Cornell's revocable trust on February 26, 2010, of which Ms. Cornell serves as the sole trustee and sole beneficiary.
- (4) The options, granted under the Company's Amended and Restated Long-Term Incentive Plan, are exerciseable in cumulative increments of one-third each beginning the year following the grant date 02/18/2008, 02/19/2007, and 02/23/2009, respectively.

Remarks:

Brent A. Walters, Attorney-in-fact for Helen W. Cornell, pursuant to Power of Attorney dated November 16, 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.

Reporting Owners 3