Larsen Michael M Form 4 October 13, 2010

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

1(b).

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

(Print or Type Responses)

(Last)

(City)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * Larsen Michael M

(Middle)

(Zip)

2. Transaction Date 2A. Deemed

GARDNER DENVER, INC., 1800

GARDNER EXPRESSWAY

(First)

(Street)

QUINCY, IL 62305

(State)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

GARDNER DENVER INC [GDI]

3. Date of Earliest Transaction (Month/Day/Year) 10/11/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities 5. Amount of

Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

Securities Beneficially Owned Following Reported

Issuer

below)

Person

Director

Applicable Line)

X_ Officer (give title

Transaction(s)

(Instr. 3 and 4)

(T)

(Instr. 4)

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3235-0287

January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Vice President & CFO

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

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

below)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

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 Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number Transaction Derivative Securities Code

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

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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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)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Employee Stock Option (Right-to-buy)	\$ 54.64	10/11/2010		A	7,100		<u>(1)</u>	10/11/2017	Common Stock	7,10
Restricted Stock Units	<u>(2)</u>	10/11/2010		A	2,400		(3)	(3)	Common Stock	2,40

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Larsen Michael M GARDNER DENVER, INC. 1800 GARDNER EXPRESSWAY QUINCY, IL 62305

Vice President & CFO

Signatures

Bradley L. Wideman, Attorney-in-fact

10/13/2010

**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 options, granted under the Company's Amended and Restated Long-Term Incentive Plan, are exerciseable in cumulative increments of one-third each on October 11, 2011, 2012 and 2013, respectively.
- (2) Each restricted stock unit representes a contingent right to receive one share of the Company's common stock.
 - The restricted stock units, granted under the Company's Amended and Restated Long-Term Incentive Plan, cliff vest on October 11,
- (3) 2013. The Company will issue to the reporting person the shares of common stock underlying the vested restricted stock units no later than the 15th day of the third month following the end of the Company's fiscal year in which the restricted stock units vest.

Remarks:

Bradley L. Wideman, Attorney-in-fact for Michael M. Larsen, pursuant to Power of Attorney dated October 11, 2010 and filed 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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