GARDNER DENVER INC

Form 4 March 29, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

response...

Estimated average burden hours per 0.5

Check this box if no longer subject to Section 16. 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(Last) (First) (Middle) 3			ol DNER DENVER IN e of Earliest Transaction n/Day/Year)		(Check all applicable) _X_ Director10% Owner			
	R DENVER, INC RIDGE DRIVE,	2., 1500 03/25	/2011		Officer (giv below)		ther (specify	
	(Street)		mendment, Date Origina Month/Day/Year)	al	6. Individual or J Applicable Line) _X_ Form filed by	One Reporting	Person	
WAYNE,	PA 19087				Form filed by More than One Reporting Person			
(City)	(State)	(Zip) T	able I - Non-Derivative	Securities Acq	uired, Disposed o	of, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Transaction(A) or Dis Code (Instr. 3,	-	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	04/05/2010		$G_{\underline{(1)}}$ 5,135	D \$0	1,400	D		
Common Stock					62,535 <u>(2)</u>	I	R&B Thompson 2005 Family Trust	
Common Stock	05/14/2010		G(1) 1,400	D \$0	0	D		
Common					63,935 (2)	I	R&B	

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Stock								Thompson 2005 Family Trust	
Common Stock	03/25/2011	M	9,000	A	\$ 38.59	9,000	D		
Common Stock	03/25/2011	S	4,400	D	\$ 76.033 (3)	4,600	D		
Common Stock	03/25/2011	S	170	D	\$ 76.919 (4)	4,430	D		
Common Stock						63,935 (2)	I	R&B Thompson 2005 Family Trust	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.									
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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

number.

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. Transactic Code (Instr. 8)	5. Number of Derivative Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Nonemployee Director Stock Option (Right-to-buy)	\$ 38.59	03/25/2011		M	9,000	<u>(6)</u>	05/03/2011	Common Stock	9,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

THOMPSON RICHARD L GARDNER DENVER, INC. 1500 LIBERTY RIDGE DRIVE, SUITE 3000 WAYNE. PA 19087



Signatures

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

03/29/2011

**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) Gift of shares to R&B Thompson 2005 Family Trust. Mr. Thompson and his wife, Barbara, serve as trustees of the trust, and shares held by the trust are attributable to Mr. Thompson as indirectly owned.
- (2) Shares held indirectly in the R&B Thompson 2005 Family Trust. Mr. Thompson and his wife, Barbara, serve as trustees.
- This price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.53 to \$76.34, inclusive. The reporting person undertakes to provide Gardner Denver, Inc., any security holder of Gardner Denver, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (3) to this Form 4.
 - This price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.75 to \$76.93, inclusive. The reporting person undertakes to provide Gardner Denver, Inc., any security holder of Gardner Denver,
- Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4) to this Form 4.
- (5) Options granted under the Company's Long-Term Incentive Plan, as amended, a Rule 16b-3 plan.
- (6) Options vested in one installment on May 3, 2007.

Remarks:

Brent A. Walters, Attorney-in-fact for Richard L. Thompson, pursuant to Power of Attorney dated November 12, 2009 and file Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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