

GARDNER DENVER INC  
Form 4  
September 27, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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)

1. Name and Address of Reporting Person \*  
HANSEN FRANK J

(Last) (First) (Middle)

GARDNER DENVER, INC., 1800  
GARDNER EXPRESSWAY

(Street)

QUINCY, IL 62305

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GARDNER DENVER INC [GDI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/23/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/23/2010		M		9,000	A	\$ 38.59
Common Stock	09/23/2010		M		4,400	A	\$ 28.62
Common Stock	09/23/2010		M		3,600	A	\$ 38.32
Common Stock	09/23/2010		S		17,000	D	\$ 51.9968
Common Stock							<u>(1)</u>
Common Stock					29,015	I	<u>(2)</u>
							The Hansen

Trust  
U/A/D  
1/8/2003

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

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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 of 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 of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Nonemployee Director Stock Option (Right-to-buy) <sup>(3)</sup>	\$ 38.59	09/23/2010		M	9,000	05/03/2007 <sup>(4)</sup> 05/03/2011	Common Stock
Nonemployee Director Stock Option (Right-to-buy) <sup>(3)</sup>	\$ 28.62	09/23/2010		M	4,400	05/06/2010 <sup>(4)</sup> 05/06/2014	Common Stock
Nonemployee Director Stock Option (Right-to-buy) <sup>(3)</sup>	\$ 38.32	09/23/2010		M	3,600	05/02/2008 <sup>(4)</sup> 05/02/2012	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANSEN FRANK J GARDNER DENVER, INC.	X			

1800 GARDNER EXPRESSWAY  
QUINCY, IL 62305

## Signatures

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

09/27/2010

\_\_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 price reported in Column 4 is a weighted average price. There shares were sold in multiple transactions at prices ranging from \$51.74 to \$52.29, inclusive. The reporting person undertakes to provide Gardner Denver, Inc., any security holder of Gardner Denver, Inc. or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1) to this Form 4.
- (1) Shares held indirectly in The Hansen Trust U/A/D 01/08/03, which Mr. Hansen and his wife serve as trustees and certain members of his immediate family are beneficiaries. These shares were previously reported as directly beneficially owned in error.
  - (2) Options granted under the Company's Amended and Restated Long-Term Incentive Plan, a Rule 16b-3 plan.
  - (3) The options, granted under the Company's Amended and Restated Long-Term Incentive Plan, became exercisable in one installment on 5/3/2007, 5/6/2010, and 5/2/2008, respectively.

### Remarks:

Brent A. Walters, Attorney-in-fact for Frank J. Hansen, pursuant to Power of Attorney dated November 12, 2009 and filed with

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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