Elkins Bobby D Form 4 February 22, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Elkins Bobby D

2. Issuer Name and Ticker or Trading Symbol

GARDNER DENVER INC [GDI]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 02/20/2012

Director 10% Owner Other (specify

(Check all applicable)

X_ Officer (give title below) below)

VP, Chief Information Officer

LIBERTY RIDGE DRIVE, SUITE 3000

(Street)

(State)

GARDNER DENVER, INC., 1500

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

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

WAYNE, PA 19087

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security

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

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

5. Amount of Securities Beneficially Owned Following

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

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

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 Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

Date Exercisable and

7. Title and Amount Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	i i of		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Employee Stock Option (Right-to-buy)	\$ 71.28	02/20/2012		A	2,560	<u>(1)</u>	02/20/2019	Common Stock	2,56
Restricted Stock Units	<u>(2)</u>	02/20/2012		A	1,260	(2)	(2)	Common Stock	1,26

Reporting Owners

Reporting Owner Name / Address	Relationiships					
	Director	10% Owner	Officer	Other		

Elkins Bobby D GARDNER DENVER, INC. 1500 LIBERTY RIDGE DRIVE, SUITE 3000 WAYNE, PA 19087

VP, Chief Information Officer

D -1 - 4* - - - -1. *--

Signatures

/s/Brent A. Walters,
Attorney-in-fact
02/22/2012

**Signature of Reporting Person Da

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 February 20, 2013, 2014 and 2015, respectively.
 - The restricted stock units granted under the Company's Amended and Restated Long-Term Incentive Plan cliff vest on February 20, 2015. Each restricted stock unit represents a right to receive one share of the Company's common stock upon vesting. The restricted
- (2) stock units generally will be paid out on the earliest to occur of vesting, death, disability or change in control (each as defined in the award), but payment on account of termination of employment may be delayed until 6 months following termination if required for tax purposes.

Remarks:

Brent A. Walters, Attorney-in-fact for Bobby D. Elkins, pursuant to Power of Attorney dated December 14, 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. 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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