

SCHUMACHER DIANE K  
 Form 4  
 February 25, 2003

-----  
 FORM 4  
 -----

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5  
 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

=====

1. Name and Address of Reporting Person\*

Schumacher	Diane	K.
-----	-----	-----
(Last)	(First)	(Middle)

Cooper Industries, Inc.  
 600 Travis, Suite 5800

-----

(Street)

Houston	TX	77002
-----	-----	-----
(City)	(State)	(Zip)

=====

2. Issuer Name AND Ticker or Trading Symbol

Gardner Denver, Inc. (GDI)

=====

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

=====

4. Statement for Month/Day/Year

February 24, 2003

=====

5. If Amendment, Date of Original (Month/Day/Year)

=====

6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

- |                                |                           |
|--------------------------------|---------------------------|
| [ X ] Director                 | [ ] 10% Owner             |
| [ ] Officer (give title below) | [ ] Other (specify below) |

Edgar Filing: SCHUMACHER DIANE K - Form 4

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

X 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)		Price
			Code	V	Amount	(A) or (D)	
Common Stock	2/24/03		P		1,000	(A)	17.75

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security	2. Conver- sion or Exer- cise Price of Deriv- ative Secu-	3. Trans- action Date (Month/ Day/	3A. Execu- tion Date, if any (Month/ Day/	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of
						Date	Expira- tion	

Edgar Filing: SCHUMACHER DIANE K - Form 4

(Instr. 3)      rity      Year)      Year)      Code V      (A)      (D)      cisable      Date      Title      Shares

-----  
Phantom Stk Units 1-for-1 2/21/03      A      30.9      (1)      (1)      Common Stk 30.9  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
=====