

GARDNER DENVER INC
 Form 4
 May 08, 2006

FORM 4

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

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 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)

1. Name and Address of Reporting Person *
CENTANNI ROSS 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)
05/04/2006

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)
Chairman, President & CEO

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 or Price		
Common Stock	05/04/2006		S		700	D	\$ 78.7 162,403
Common Stock	05/04/2006		S		100	D	\$ 78.71 162,303
Common Stock	05/04/2006		S		300	D	\$ 78.72 162,003
Common Stock	05/04/2006		S		6,900	D	\$ 79 155,103
Common Stock	05/04/2006		S		100	D	\$ 79.01 155,003

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Common Stock	05/04/2006		S	100	D	\$ 79.02	154,903	D	
Common Stock	05/04/2006		S	2,100	D	\$ 79.03	152,803	D	
Common Stock	05/04/2006		S	800	D	\$ 79.04	152,003	D	
Common Stock	05/05/2006		S	200	D	\$ 79.84	151,803	D	
Common Stock	05/05/2006		S	100	D	\$ 79.85	151,703	D	
Common Stock	05/05/2006		S	300	D	\$ 79.91	151,403	D	
Common Stock	05/05/2006		S	13,700	D	\$ 80	137,703	D	
Common Stock	05/05/2006		S	600	D	\$ 80.06	137,103	D	
Common Stock	05/05/2006		S	700	D	\$ 80.2	136,403	D	
Common Stock	05/05/2006		S	500	D	\$ 80.21	135,903	D	
Common Stock	05/05/2006		S	100	D	\$ 80.27	135,803	D	
Common Stock	05/05/2006		S	100	D	\$ 80.32	135,703	D	
Common Stock	05/05/2006		S	1,100	D	\$ 80.45	134,603	D	
Common Stock							3,850 ⁽¹⁾	I	By wife
Common Stock							29,283 ⁽²⁾	I	401(k) and Excess Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4.	5. TransactionNumber	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur				
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CENTANNI ROSS J GARDNER DENVER, INC. 1800 GARDNER EXPRESSWAY QUINCY, IL 62305			Chairman, President & CEO	

Signatures

/s/ Ross J.
Centanni

05/08/2006

**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 reporting person disclaims the beneficial ownership of all securities held by his wife and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16, or any other purpose.
- (2) The information reported herein is based on a report dated as of 5/4/06 from the Plan's recordkeeper, Wachovia Bank, N.A.

Remarks:

Form 4 Filing 2 of 3 (continuation report). Related transactions effected by the Reporting Person on May 4 & 5, 2006 are reported on additional Forms 4.

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.