#### **CENTANNI ROSS J**

Form 4 May 05, 2008

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 See Instruction

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 \*

CENTANNI ROSS J			Symbol					Issuer			
			GARDI	GARDNER DENVER INC [GDI]				(Check all applicable)			
(Last)	(First)	(Middle)		f Earliest T	ransaction						
			(Month/Day/Year) 05/02/2008				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Executive Chairman				
	(Street)		4. If Ame	endment, D	ate Origina	1		6. Individual or Joint/Group Filing(Check			
OLUNGY	Filed(Mon	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
QUINCY, I	IL 02303							Person			
(City)	(State)	(Zip)	Tabl	le I - Non-l	Derivative	Secur	ities Acqu	ired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, is any (Month/Day/Year)		on Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			l of (D) 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)	
Common Stock	05/02/2008			Code V M	Amount 25,095	(D)	Price \$ 9.85	192,701	D		
Common Stock	05/02/2008			S	12,850	D	\$ 48	179,851	D		
Common Stock	05/02/2008			S	5,558	D	\$ 47.45	174,293	D		
Common Stock	05/02/2008			S	300	D	\$ 47.44	173,993	D		
Common Stock	05/02/2008			S	500	D	\$ 47.42	173,493	D		

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Common Stock	05/02/2008	S	200	D	\$ 47.41	173,293	D	
Common Stock	05/02/2008	S	100	D	\$ 47.4	173,193	D	
Common Stock	05/02/2008	S	500	D	\$ 47.39	172,693	D	
Common Stock	05/02/2008	S	100	D	\$ 47.37	172,593	D	
Common Stock	05/02/2008	S	700	D	\$ 47.36	171,893	D	
Common Stock	05/02/2008	S	100	D	\$ 47.35	171,793	D	
Common Stock	05/02/2008	S	500	D	\$ 47.34	171,293	D	
Common Stock	05/02/2008	S	1,700	D	\$ 47.33	169,593	D	
Common Stock	05/02/2008	S	800	D	\$ 47.32	168,793	D	
Common Stock	05/02/2008	S	1,000	D	\$ 47.31	167,793	D	
Common Stock	05/02/2008	S	187	D	\$ 47.3	167,606	D	
Common Stock						3,505 <u>(1)</u>	I	By wife
Common Stock						46,116 <u>(2)</u>	I	401K 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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		
	Derivative				or Disposed of		
	Security				(D)		
					(Instr. 3, 4,		
					and 5)		

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			Code V (A	) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Option (Right-to-buy)	\$ 9.85	05/02/2008	M	25,095	(3)	02/26/2011	Common Stock	25,0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
reporting owner runner radices	Director	10% Owner	Officer	Other				
CENTANNI ROSS J GARDNER DENVER, INC. 1800 GARDNER EXPRESSWAY QUINCY, IL 62305	X		Executive Chairman					

# **Signatures**

/s/ Tracy D. Pagliara, Attorney-in-fact

05/05/2008

\*\*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.
- The reporting person acquired shares under the Company's Retirement Savings Plan, a 401(k) plan, and the related Supplemental

  (2) Excess Defined Contribution Plan. The information reported herein is based on a report dated as of 5/2/08 from the Plan's recordkeeper,
- (3) The options, granted under the Company's Long-Term Incentive Plan, as amended, are exerciseable in cumulative increments of one-third each.

#### **Remarks:**

Form 4 Filing 2 of 2 (continuation report). Related transactions effected by the Reporting Person on May 2, 2008 are reported 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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