GARDNER DENVER INC
Form 4
January 28, 2003

FORM 4	OMB APPROVAL
	OMB Number: 3235-0287
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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

January 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)

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)			5 A S B O R T (a
			Code	V	Amount	(A) or (D)	Price	

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIA (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIE

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Secu-	3. Transaction Date (Month/Day/	3A. Deemed Execution Date, if any (Month/Day/	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 Securities (Instr. 3 and 4)	
						Date Exer-	Expiration		Amount or Number of

(Instr. 3)	rity	Year)	Year)	Code V	(A)	(D)	cisable	Date	Title	Shares
Phantom Stk Units	1-for-1	1/24/03		A	31.3		(1)	(1)	Common Stk	31.3