

CORNELL HELEN W
Form 4
November 19, 2009

FORM 4

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

OMB APPROVAL

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

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 *
CORNELL HELEN W

(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)
11/17/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___X___ Officer (give title below) ___ Other (specify below)

EVP, Finance & CFO

6. 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. 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 | 11/17/2009 | | M | | 7,326 A \$ 9.85 | 11,440 | D |
| Common Stock | 11/17/2009 | | M | | 9,332 A \$ 9.98 | 20,772 | D |
| Common Stock | 11/17/2009 | | M | | 13,664 A \$ 8.84 | 34,436 | D |
| Common Stock | 11/17/2009 | | M | | 7,922 A \$ 14.51 | 42,358 | D |
| Common Stock | 11/17/2009 | | M | | 6,392 A \$ 20.09 | 48,750 | D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|------------------------|---|----------------------|
| Common Stock | 11/17/2009 | F | 13,246 | D | \$ 39.96 | 35,504 | D | |
| Common Stock | 11/18/2009 | M | 5,674 | A | \$ 9.85 | 41,178 | D | |
| Common Stock | 11/18/2009 | M | 4,668 | A | \$ 9.98 | 45,846 | D | |
| Common Stock | 11/18/2009 | M | 5,536 | A | \$ 8.84 | 51,382 | D | |
| Common Stock | 11/18/2009 | M | 6,878 | A | \$ 14.51 | 58,260 | D | |
| Common Stock | 11/18/2009 | M | 9,144 | A | \$ 20.09 | 67,404 | D | |
| Common Stock | 11/18/2009 | S | 31,900 | D | \$ 39.13 | 35,504 | D | |
| Common Stock | | | | | | 109,628 ⁽¹⁾ | I | Trusts |
| Common Stock | | | | | | 7,960 ⁽²⁾ | I | 401(K) & Excess Plan |

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

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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 Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employer Stock Option (Right-to-buy) | \$ 9.85 | 11/17/2009 | | M | 7,326 | ⁽³⁾ 02/26/2011 | Common Stock | 0 |
| Employer Stock Option (Right-to-buy) | \$ 9.98 | 11/17/2009 | | M | 9,332 | ⁽³⁾ 02/25/2012 | Common Stock | 0 |

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| | | | | | | | | |
|--|----------|------------|---|--------|-----|------------|-----------------|------|
| Employer Stock Option (Right-to-buy) | \$ 8.84 | 11/17/2009 | M | 13,664 | (3) | 02/24/2013 | Common Stock | 0 |
| Employer Stock Option (Right-to-buy) | \$ 14.51 | 11/17/2009 | M | 7,922 | (3) | 02/23/2011 | Common Stock | 0 |
| Employer Stock Option (Right-to-buy) | \$ 20.09 | 11/17/2009 | M | 6,392 | (3) | 02/21/2012 | Common Stock | 0 |
| Employer Stock Option (Right-to-buy) | \$ 9.85 | 11/18/2009 | M | 5,674 | (3) | 02/26/2011 | Common Stock | 0 |
| Employer Stock Option (Right-to-buy) | \$ 9.98 | 11/18/2009 | M | 4,668 | (3) | 02/25/2012 | Common Stock | 0 |
| Employer Stock Option (Right-to-buy) | \$ 8.84 | 11/18/2009 | M | 5,536 | (3) | 02/24/2013 | Common Stock | 0 |
| Employer Stock Option (Right-to-buy) | \$ 14.51 | 11/18/2009 | M | 6,878 | (3) | 02/23/2011 | Common Stock | 0 |
| Employer Stock Option (Right-to-buy) | \$ 20.09 | 11/18/2009 | M | 9,144 | (3) | 02/21/2012 | Common Stock | 14,4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CORNELL HELEN W GARDNER DENVER, INC. 1800 GARDNER EXPRESSWAY QUINCY, IL 62305 | | X | EVP, Finance & CFO | |

Signatures

/s/Diana C. Toman,
Attorney-in-fact

11/18/2009

**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) Shares held in Mrs. Cornell's Revocable Trust; John L. Cornell Irrevocable Trust; and Patrick O. Cornell Irrevocable Trust. Mrs. Cornell's spouse, John W. Cornell, serves as trustee for both children's trusts.

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- The reporting person acquired shares under the Company's Retirement Savings Plan, a 401(k) plan, and the related Supplemental Excess
- (2) Defined Contribution Plan. The information reported herein is based on a report dated as of November 19, 2009 from the Plan's recordkeeper, JPMorgan.
 - (3) The options, granted under the Company's Amended and Restated Long-Term Incentive Plan, became exercisable in cumulative increments of one-third each beginning the year following the grant date.

Remarks:

Diana C. Toman, Attorney-in-fact for Helen W. Cornell, pursuant to Power of Attorney dated May 6, 2008 and filed with the S

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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