

GARDNER DENVER INC
 Form 4
 September 27, 2010

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 *
HANSEN FRANK 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)
09/23/2010

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)

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)
				(A) or (D)	Price		
Common Stock	09/23/2010		M	9,000 A	\$ 38.59	9,000	D
Common Stock	09/23/2010		M	4,400 A	\$ 28.62	13,400	D
Common Stock	09/23/2010		M	3,600 A	\$ 38.32	17,000	D
Common Stock	09/23/2010		S	17,000 D	\$ 51.9968	0	D
Common Stock						29,015 ⁽²⁾	I The Hansen

Trust
U/A/D
1/8/2003

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

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(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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Nonemployee Director Stock Option (Right-to-buy) <u>(3)</u>	\$ 38.59	09/23/2010		M	9,000	05/03/2007 ⁽⁴⁾ 05/03/2011	Common Stock	9	
Nonemployee Director Stock Option (Right-to-buy) <u>(3)</u>	\$ 28.62	09/23/2010		M	4,400	05/06/2010 ⁽⁴⁾ 05/06/2014	Common Stock	4	
Nonemployee Director Stock Option (Right-to-buy) <u>(3)</u>	\$ 38.32	09/23/2010		M	3,600	05/02/2008 ⁽⁴⁾ 05/02/2012	Common Stock	3	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANSEN FRANK J GARDNER DENVER, INC.	X			

1800 GARDNER EXPRESSWAY
QUINCY, IL 62305

Signatures

/s/Brent A. Walters,
Attorney-in-fact

09/27/2010

__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).
The price reported in Column 4 is a weighted average price. There shares were sold in multiple transactions at prices ranging from \$51.74 to \$52.29, inclusive. The reporting person undertakes to provide Gardner Denver, Inc., any security holder of Gardner Denver, Inc. or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1) to this Form 4.
 - (1) Shares held indirectly in The Hansen Trust U/A/D 01/08/03, which Mr. Hansen and his wife serve as trustees and certain members of his immediate family are beneficiaries. These shares were previously reported as directly beneficially owned in error.
 - (2) Options granted under the Company's Amended and Restated Long-Term Incentive Plan, a Rule 16b-3 plan.
 - (3) The options, granted under the Company's Amended and Restated Long-Term Incentive Plan, became exercisable in one installment on 5/3/2007, 5/6/2010, and 5/2/2008, respectively.

Remarks:

Brent A. Walters, Attorney-in-fact for Frank J. Hansen, pursuant to Power of Attorney dated November 12, 2009 and filed with

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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