SCHUMACHER DIANE K

Form 4 April 01, 2011

FORM 4

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

OMB

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Form 4 or Form 5 obligations

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

Estimated average burden hours per response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

(Print or Type Responses)

	Address of Reporting CHER DIANE K	Symbo	suer Name and Ticker ol DNER DENVER	5. Relationship of Reporting Person(s) to Issuer				
	(First) R DENVER, INC RIDGE DRIVE,	(Mont) C., 1500 03/30	3. Date of Earliest Transaction (Month/Day/Year) 03/30/2011			(Check all applicable) _X_ Director 10% Owner Officer (give title Other (specify below)		
3000	(Street)		mendment, Date Origi Month/Day/Year)	nal	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
WAYNE,	PA 19087							
(City)	(State)	(Zip) T	able I - Non-Derivati	ve Securities Ac	quired, Disposed	of, or Benefic	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Transaction(A) or D Code (Instr. 3,	(A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	03/30/2011		M 9,000	,	9,000	D		
Common Stock	03/30/2011		S 5,649	\$ D 76.893	3,351	D		
							Schumacher	

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

2010

Ltd.

Partnership

39,276 (2)

Ι

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SEC 1474 (9-02)

number.

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. Transactic Code (Instr. 8)	saction Derivative Expiration Securities (Month/I			7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Nonemployee Director Stock Option (Right-to-buy)	\$ 38.59	03/30/2011		M	9,000	<u>(4)</u>	05/03/2011	Common Stock	9,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHUMACHER DIANE K GARDNER DENVER, INC. 1500 LIBERTY RIDGE DRIVE, SUITE 3000 WAYNE, PA 19087



Signatures

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

04/01/2011

**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).

This price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.68 to \$77.04, 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.

(2)

Reporting Owners 2

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Shares held indirectly in the Schumacher 2010 Partnership Ltd. The Reporting Person and the Reporting Person's spouse are the limited partners of the Schumacher 2010 Partnership Ltd. and the Schumacher Management Trust is the general partner. The Reporting Person and the Reporting Person's spouse are the trustees and the beneficiaries of the Schumacher Management Trust.

- (3) Options granted under the Company's Long-Term Incentive Plan, as amended, a Rule 16b-3 plan.
- (4) Options vested in one installment on May 3, 2007.

Remarks:

a currently valid OMB number.

Brent A. Walters, Attorney-in-fact for Diane K. Schumacher, pursuant to Power of Attorney dated November 12, 2009 and file 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