

BARGER DONALD G JR

Form 4

May 05, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARGER DONALD G JR

(Last) (First) (Middle)

GARDNER DENVER, INC., 1500
LIBERTY RIDGE DRIVE, SUITE
3000

(Street)

WAYNE, PA 19087

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GARDNER DENVER INC [GDI]

3. Date of Earliest Transaction
(Month/Day/Year)

05/04/2011

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)
			Code	V Amount (D) Price			

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N of S
Nonemployee Director Stock Option (Right-to-buy)	\$ 81.82	05/04/2011		A		1,500		05/04/2012 ⁽¹⁾	05/04/2016	Common Stock	
Restricted Stock Units	⁽²⁾	05/04/2011		A		600		⁽³⁾	⁽³⁾	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARGER DONALD G JR GARDNER DENVER, INC. 1500 LIBERTY RIDGE DRIVE, SUITE 3000 WAYNE, PA 19087	X			

Signatures

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

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 options, granted under the Company's Long-Term Incentive Plan, as amended, fully vest one year from issue date.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- The restricted stock units granted under the Company's Amended and Restated Long-Term Incentive Plan cliff vest on May 4, 2014. The
- (3) Company will issue to the Director the shares of Common Stock underlying the vested RS Units, no later than the 15th day of the third month following the end of the Company's fiscal year in which the RS Units vest.

Remarks:

Brent A. Walters, Attorney-in-fact for Donald G. Barger, pursuant to Power of Attorney dated November 12, 2009 and filed w

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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