SCHUMACHER DIANE K

Form 4

March 18, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

Estimated average

OMB APPROVAL

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * SCHUMACHER DIANE K			2. Issuer Name and Ticker or Trading Symbol GARDNER DENVER INC [GDI]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) GARDNER DENVER, INC., 1500 LIBERTY RIDGE DRIVE, SUITE 3000			3. Date of Earliest Transaction (Month/Day/Year) 03/14/2013					_X_ Director Officer (gibelow)	:	10% Owner Other (specify	
WAYNE, I	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	le I - Non-	Derivativ	e Secu	ırities Ac	quired, Disposed	of, or Benefic	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D) 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)	
Common Stock	03/15/2013			M	2,800	A	\$ 48.84	10,276	D		
Common Stock								41,151 <u>(1)</u>	I	Schumacher 2010 Partnership Ltd.	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control

Edgar Filing: SCHUMACHER DIANE K - Form 4

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)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numl of Share
Nonemployee Director Stock Option (Right-to-buy)	\$ 48.84	03/15/2013	M		2,800	(3)	05/07/2013	Common Stock	2,80
Phantom Stock Units	<u>(4)</u>	03/14/2013	A	2.9 (5)		<u>(6)</u>	<u>(6)</u>	Common Stock	2.9

Reporting Owners

Reporting Owner Name / Address

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
03/18/2013

**Signature of Reporting Person Da

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).
- Shares held indirectly by 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.
- (2) Options granted under the Company's Long-Term Incentive Plan, as amended, a Rule 16b-3 plan.
- (3) Options vested in one installment on May 7, 2009.

Reporting Owners 2

Edgar Filing: SCHUMACHER DIANE K - Form 4

- (4) The security converts to common stock on a one-for-one basis.
- (5) Each unit was credited for the dividend equivalent as of the dividend record date pursuant to the Company's Phantom Stock Plan for Outside Directors ("Phantom Plan").
- The cash value of these units will be distributed to the director or beneficiary on the first day of the month following the date upon which
- (6) the director ceases to be a director of the Company for any reason (unless otherwise elected by the director in accordance with the terms of the Phantom Plan).
- (7) Cumulative phantom stock units accumulated by director during her Board tenure.

Remarks:

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 a currently valid OMB number.