MCKENNA THOMAS M
Form 4
February 25, 2003

| FORM 4 | OMB APPROVAL |
|---|---|
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person*

| McKenna | Thomas | M. |
|---|---|---|
| (Last) | (First) | (Middle) |

Gardner Denver, Inc.
1800 Gardner Expressway
(Street)

| Quincy | IL | 62301 |
|---|---|---|
| (City) | (State) | (Zip) |

2. Issuer Name AND Ticker or Trading Symbol

Gardner Denver, Inc. (GDI)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year

February 21, 2003

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

[ X ] Director [ ] 10% Owner
[ ] Officer (give title below) [ ] Other (specify below)

7. 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 A S B O R T ( a |
|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIA (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIE

| 1. Title of Derivative | 2. Conversion or Exercise Price of Derivative | 3. Transaction Date (Month/ | 3A. Deemed Execution Date, if any (Month/ | 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 Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|
| | | | | | | Date | Expira- | | Amount or Number |

| Security (Instr. 3) | Secu- rity | Day/ Year) | Day/ Year) | ------ Code V | ---------- (A) | (D) | Exer- cisable | tion Date | Title | of Shares |
|---|---|---|---|---|---|---|---|---|---|---|
| Phantom Stk Units | 1-for-1 | 2/21/03 | | A | 30.9 | | (1) | (1) | Common Stk | 30.9 |
| Phantom Stk Units | 1-for-1 | 2/21/03 | | A | 159.0(2) | | (1) | (1) | Common Stk | 159.0 |