#### BARGER DONALD G JR

Form 4 October 02, 2008

## 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

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

2. Issuer Name and Ticker or Trading

GARDNER DENVER INC [GDI]

1(b).

(Print or Type Responses)

QUINCY, IL 62305

1. Name and Address of Reporting Person \*

BARGER DONALD G JR

(First) (Last)

(Middle)

GARDNER DENVER, INC., 1800 GARDNER EXPRESSWAY

(Street)

(Month/Day/Year)

09/30/2008

Symbol

4. If Amendment, Date Original

Filed(Month/Day/Year)

3. Date of Earliest Transaction

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

(Zip)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code

Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A) or

Securities Beneficially Owned

5. Amount of

Issuer

below)

X\_ Director

Applicable Line)

Officer (give title

Following Reported Transaction(s)

(Instr. 3 and 4)

(D) or Indirect Beneficial (I) (Instr. 4)

6. Ownership

Form: Direct

Ownership (Instr. 4)

Indirect

7. Nature of

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

Estimated average

burden hours per

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number Transactionof Code Derivative

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

Derivat Security

### Edgar Filing: BARGER DONALD G JR - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.		Securiti Acquire (A) or Dispose of (D) (Instr. 3 and 5)	red sed 3, 4,					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stk Units	(1)	09/30/2008		A		42.4		(2)	(2)	Common Stock	42.4	\$ 41.2
Phantom Stk Units	(1)	09/30/2008		A		439 (4)		(2)	(2)	Common Stock	439	\$ 41.2

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BARGER DONALD G JR GARDNER DENVER, INC. 1800 GARDNER EXPRESSWAY QUINCY, IL 62305	X							

# **Signatures**

/s/Diana C. Toman, Attorney-in-fact

10/02/2008 Date

\*\*Signature of Reporting Person

# **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 security converts to common stock on a one-for-one basis.
- 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 (2) the director ceases to be a director of the Company for any reason, (or in no more than twelve installments beginning on the
- (2) the director ceases to be a director of the Company for any reason, (or in no more than twelve installments beginning on the aforementioned date) pursuant to the Company's Phantom Stock Plan for Outside Directors (the "Phantom Plan").
- (3) Cumulative phantom stock units accumulated by director during his Board tenure.
- (4) These phantom stock units were accrued under the Phantom Plan as a result of an election by the reporting person to defer compensation.

#### **Remarks:**

Diana C. Toman, Attorney-in-fact for Donald G. Barger, pursuant to Power of Attorney dated May 6, 2008 and filed with the 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.

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