

Edgar Filing: GARDNER DENVER INC - Form 4

GARDNER DENVER INC
Form 4
November 26, 2002

FORM 4

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden
hours per response 0.5

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)

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1. Name and Address of Reporting Person*

Barger, Jr. Donald G.

(Last) (First) (Middle)

Yellow Corp
10990 Roe Ave. (MS A1030)

(Street)

Overland Park KS 66211

(City) (State) (Zip)

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2. Issuer Name AND Ticker or Trading Symbol

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

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4. Statement for Month/Day/Year

November 22, 2002
=====

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

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

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

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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)		Price
			Code	V	Amount	(A) or (D)	

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

1. Title of Derivative	2. Conver- sion or Exer- cise Price of Deriv- ative	3. Trans- action Date (Month/ Day/Year)	3A. Deemed Execu- tion Date, if any (Month/ Day/Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number
						----- Date	Expira- ----- Date	

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Security (Instr. 3)	Secu- rity	Day/ Year)	Day/ Year)	----- Code V	----- (A)	(D)	Exer- cisable	tion Date	Title	of Shares
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Phantom Stk Units	1-for 1	11/22/02		A	37.6		(1)	(1)	Common Stk	37.6
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Phantom Stk Units	1-for 1	11/22/02		A	43.0 (2)		(1)	(1)	Common Stk	43.0 (
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