

GARDNER DENVER INC
Form 4
March 22, 2013

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
THOMPSON RICHARD L

(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)
03/20/2013

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			
Common Stock	03/20/2013		M	2,500 A \$ 49.3	2,500	D	
Common Stock	03/20/2013		M	2,800 A \$ 48.84	5,300	D	
Common Stock	03/20/2013		M	4,400 A \$ 28.62	9,700	D	
Common Stock					72,766 ⁽¹⁾	I	R&B Thompson 2005 Family

Trust

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

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

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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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 Security (Instr. 3 and 4)	Amount or Number of Shares
Nonemployee Director Stock Option (Right-to-buy) <u>(2)</u>	\$ 49.3	03/20/2013		M	2,500	<u>(3)</u> 05/05/2015	Common Stock	2,500
Nonemployee Director Stock Option (Right-to-buy) <u>(2)</u>	\$ 48.84	03/20/2013		M	2,800	<u>(4)</u> 05/07/2013	Common Stock	2,800
Nonemployee Director Stock Option (Right-to-buy) <u>(2)</u>	\$ 28.62	03/20/2013		M	4,400	<u>(5)</u> 05/06/2014	Common Stock	4,400

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

THOMPSON RICHARD L
GARDNER DENVER, INC.
1500 LIBERTY RIDGE DRIVE, SUITE 3000
WAYNE, PA 19087

X

Signatures

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

03/22/2013

__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) Shares held indirectly in the R&B Thompson 2005 Family Trust. Mr. Thompson and his wife serve as trustees.
 - (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 5, 2011.
 - (4) Options vested in one installment on May 7, 2009.
 - (5) Options vested in one installment on May 6, 2010.

Remarks:

Brent A. Walters, Attorney-in-fact for Richard L. Thompson, pursuant to Power of Attorney dated November 12, 2009 and filed

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.