

GARDNER DENVER INC

Form 4

January 08, 2007

FORM 4
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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CORNELL HELEN W

(Last) (First) (Middle)

GARDNER DENVER, INC., 1800
GARDNER EXPRESSWAY

(Street)

QUINCY, IL 62305

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GARDNER DENVER INC [GDI]

3. Date of Earliest Transaction
(Month/Day/Year)

12/29/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President, Finance & CFO

6. 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 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)
Common Stock	12/29/2006		G ⁽¹⁾	V 1,286 D	\$ 37.31 91,492 ⁽³⁾	I	HW Cornell Revocable Trust
Common Stock	12/29/2006		G ⁽²⁾	V 643 A \$ 0	92,135	I	John L. Cornell Trust
Common Stock	12/29/2006		G ⁽²⁾	V 643 A \$ 0	92,778	I	Patrick O. Cornell Trust
					7,064 ⁽⁴⁾	D	

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- This transaction is a gift of securities by the reporting person to an irrevocable trust for the benefit of her son. The reporting person
- (2) disclaims beneficial ownership of the securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
 - (3) Shares held in Ms. Cornell's revocable trust.
 - (4) Shares held directly by Ms. Cornell, adjusted for the two-for-one stock split on June 1, 2006.
- Between 2/21/06 and 12/29/06, the reporting person acquired shares, as adjusted to reflect the stock split on June 1, 2006, under the
- (5) Company's Retirement Savings Plan, a 401(K) plan, and the related Supplemental Excess Defined Contribution Plan. The information reported herein is based on a report dated as of 12/29/06 from the Plan's recordkeeper, JP Morgan.

Remarks:

Tracy D. Pagliara, Attorney-in-fact for Helen W. Cornell, pursuant to Power of Attorney dated August 29, 2002 and filed with

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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