

SCHUMACHER DIANE K
 Form 4
 May 08, 2012

FORM 4

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

OMB APPROVAL

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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 *
 SCHUMACHER DIANE K

(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)
 05/06/2012

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 05/06/2012 | | M | 1,800 A | 12,876 | D | |

Common Stock 35,751 (2) I Schumacher 2010 Partnership Ltd.

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

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number.

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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | (1) | 05/06/2012 | | M | 1,800 | 05/06/2012 05/06/2012 | Common Stock | 1,800 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHUMACHER DIANE K
GARDNER DENVER, INC.
1500 LIBERTY RIDGE DRIVE, SUITE 3000
WAYNE, PA 19087

X

Signatures

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

05/08/2012

**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) Each restricted stock unit was the economic equivalent of one share of the Company's common stock. On May 6, 2012, 1,800 of the reporting person's restricted stock units were settled for an equal number of shares of the Company's common stock.

(2) Shares held indirectly by the Schumacher 2010 Partnership Ltd. The Reporting Person and the Reporting Person's spouse are the limited partners of the Schumacher 2010 Partnership Ltd. and the Schumacher Management Trust is the general partner. The Reporting Person and the Reporting Person's spouse are the trustees and the beneficiaries of the Schumacher Management Trust.

Remarks:

Brent A. Walters, Attorney-in-fact for Diane K. Schumacher, 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.

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