

CORNELL HELEN W  
Form 4  
November 30, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
CORNELL HELEN W

2. Issuer Name and Ticker or Trading Symbol  
GARDNER DENVER INC [GDI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
GARDNER DENVER, INC., 1800  
GARDNER EXPRESSWAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/26/2010

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  10% Owner  
\_\_\_\_ Other (specify below)  
Former Exec. Vice President

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

QUINCY, IL 62305

(City) (State) (Zip)

**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 (A) or (D) Price			
Common Stock	11/26/2010		M	11,800 A \$11.80	11,801	D	
Common Stock	11/26/2010		F	4,654 D \$65.1	7,147	D	
Common Stock					8,112 <sup>(2)</sup>	I	401(K) & Excess Plan
Common Stock					11,385	I	Mrs. Cornell's Revocable Trust
					643 <sup>(3)</sup>	I	

Common  
Stock

John L.  
Cornell  
Irrevocable  
Trust

Common  
Stock

643 <sup>(3)</sup> I

Patrick O.  
Cornell  
Irrevocable  
Trust

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

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(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 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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	<u>(4)</u>	11/26/2010		A	2,304	<u>(4)</u>	<u>(4)</u>	Common Stock	2,304
Restricted Stock Units	<u>(1)</u>	11/26/2010		M	11,800	11/26/2010	11/26/2010	Common Stock	11,800

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CORNELL HELEN W GARDNER DENVER, INC. 1800 GARDNER EXPRESSWAY QUINCY, IL 62305				Former Exec. Vice President

## Signatures

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

11/30/2010

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 November 26, 2010, 11,800 of the reporting person's restricted stock units were settled for an equal number of shares of the Company's common stock.  
  
The reporting person acquired shares under the 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 November 26, 2010 from the Plan's recordkeeper, JPMorgan.
- (2) Shares held in the John L. Cornell Irrevocable Trust and Patrick O. Cornell Irrevocable Trust, which Mrs. Cornell's spouse serves as trustee for both of these children's trusts.
- (3) The restricted stock units, granted under the Company's Amended and Restated Long-Term Incentive Plan, cliff vest on November 26, 2013 and each restricted stock unit represents a contingent right to receive one share of the Company's common stock. Vested shares will be delivered to the reporting person on or about November 26, 2013.
- (4)

### Remarks:

Brent A. Walters, Attorney-in-fact for Helen W. Cornell, pursuant to Power of Attorney dated November 16, 2009 and filed w

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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