

GARDNER DENVER INC

Form 4

May 08, 2006

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 *
CENTANNI ROSS J

(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)

05/04/2006

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) below)

Chairman, President & CEO

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 (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	05/04/2006		S		700	D \$ 78.7	162,403 D
Common Stock	05/04/2006		S		100	D \$ 78.71	162,303 D
Common Stock	05/04/2006		S		300	D \$ 78.72	162,003 D
Common Stock	05/04/2006		S		6,900	D \$ 79	155,103 D
Common Stock	05/04/2006		S		100	D \$ 79.01	155,003 D

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Common Stock	05/04/2006	S	100	D	\$ 79.02	154,903	D	
Common Stock	05/04/2006	S	2,100	D	\$ 79.03	152,803	D	
Common Stock	05/04/2006	S	800	D	\$ 79.04	152,003	D	
Common Stock	05/05/2006	S	200	D	\$ 79.84	151,803	D	
Common Stock	05/05/2006	S	100	D	\$ 79.85	151,703	D	
Common Stock	05/05/2006	S	300	D	\$ 79.91	151,403	D	
Common Stock	05/05/2006	S	13,700	D	\$ 80	137,703	D	
Common Stock	05/05/2006	S	600	D	\$ 80.06	137,103	D	
Common Stock	05/05/2006	S	700	D	\$ 80.2	136,403	D	
Common Stock	05/05/2006	S	500	D	\$ 80.21	135,903	D	
Common Stock	05/05/2006	S	100	D	\$ 80.27	135,803	D	
Common Stock	05/05/2006	S	100	D	\$ 80.32	135,703	D	
Common Stock	05/05/2006	S	1,100	D	\$ 80.45	134,603	D	
Common Stock						3,850 ⁽¹⁾	I	By wife
Common Stock						29,283 ⁽²⁾	I	401(k) and Excess Plan

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Security Beneficial Owner Following Reportable Transaction (Instr. 6)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CENTANNI ROSS J GARDNER DENVER, INC. 1800 GARDNER EXPRESSWAY QUINCY, IL 62305			Chairman, President & CEO	

/s/ Ross J. Centanni	05/08/2006
<u> </u> **Signature of Reporting Person	Date

* 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) The reporting person disclaims the beneficial ownership of all securities held by his wife and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16, or any other purpose.

(2) The information reported herein is based on a report dated as of 5/4/06 from the Plan's recordkeeper, Wachovia Bank, N.A.

Form 4 Filing 2 of 3 (continuation report). Related transactions effected by the Reporting Person on May 4 & 5, 2006 are reported on additional Forms 4.

Reporting Owners