

Edgar Filing: GARDNER DENVER INC - Form 4

GARDNER DENVER INC
 Form 4
 November 26, 2002

 FORM 4

 OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

[] Check this box if no longer subject to Section 16. Form 4 or Form 5
 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

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1. Name and Address of Reporting Person*

Schumacher	Diane	K.
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(Last)	(First)	(Middle)

Cooper Industries, Inc.
 600 Travis, Suite 5800

 (Street)

Houston	TX	77002
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(City)	(State)	(Zip)

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2. Issuer Name AND Ticker or Trading Symbol

Gardner Denver, Inc. (GDI)
 =====

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

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4. Statement for Month/Day/Year

November 22, 2002
 =====

5. If Amendment, Date of Original (Month/Day/Year)

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6. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

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7. 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)		Price
			Code	V	Amount	(A) or (D)	

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIA (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security	2. Conver- sion or Exer- cise Price of Deriv- ative Secu-	3. Trans- action Date (Month/ Day/	3A. Execu- tion Date, if any (Month/ Day/	4. Trans- action 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
						Date	Expira- tion	

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(Instr. 3)	rity	Year)	Year)	Code V	(A)	(D)	isable	Date	Title	Shares
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Phantom Stk Units 1-for 1		11/22/02		A	37.6		(1)	(1)	Common Stk	37.6
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