

GARDNER DENVER INC
 Form 4
 November 26, 2002

 FORM 4

 OMB APPROVAL

 OMB Number: 3235-0287
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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*

| | | |
|---------|---------|----------|
| McKenna | Thomas | M. |
| ----- | ----- | ----- |
| (Last) | (First) | (Middle) |

Gardner Denver, Inc.
 1800 Gardner Expressway

 (Street)

| | | |
|--------|---------|-------|
| Quincy | IL | 62301 |
| ----- | ----- | ----- |
| (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)

| | |
|---|--|
| <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| <input type="checkbox"/> Officer (give title below) | <input type="checkbox"/> 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) | |
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TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIA
 (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIE

| 1. Title of Derivative | 2. Conver- sion or Exer- cise Price of Deriv- ative | 3. Trans- action Date (Month/ Day/Year) | 3A. Deemed Execu- tion Date, if any (Month/ Day/Year) | 4. Trans- action Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number |
|------------------------------|--|--|--|---|--|--|---------|--|
| | | | | | | Date | Expira- | |
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| Security (Instr. 3) | Secu- rity | Day/ Year) | Day/ Year) | ----- Code V | ----- (A) | (D) | Exer- cisable | tion Date | Title | of Shares |
|------------------------|---------------|---------------|---------------|-----------------|--------------|-----|------------------|--------------|-------|--------------|
|------------------------|---------------|---------------|---------------|-----------------|--------------|-----|------------------|--------------|-------|--------------|

| | | | | | | | | | | |
|-------------------|---------|----------|--|---|------|--|-----|-----|------------|------|
| Phantom Stk Units | 1-for 1 | 11/22/02 | | A | 37.6 | | (1) | (1) | Common Stk | 37.6 |
|-------------------|---------|----------|--|---|------|--|-----|-----|------------|------|

| | | | | | | | | | | |
|-------------------|---------|----------|--|---|----------|--|-----|-----|------------|-------|
| Phantom Stk Units | 1-for 1 | 11/22/02 | | A | 193.4(2) | | (1) | (1) | Common Stk | 193.4 |
|-------------------|---------|----------|--|---|----------|--|-----|-----|------------|-------|