

GARDNER DENVER INC
Form 8-K
February 24, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 22, 2010

Gardner Denver, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other
jurisdiction of
incorporation)

1-13215
(Commission
File Number)

76-0419383
(IRS Employer
Identification No.)

1800 Gardner Expressway
Quincy, Illinois 62305

(Address and zip code of principal executive offices)

(217) 222-5400

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Compensatory Arrangements of Certain Officers.

On February 22, 2010, the Company's Management Development and Compensation Committee (Committee) approved updated form of restricted stock unit agreements. The updated agreements include (1) clarification on the timing of the issuance of common stock and (2) the addition of dividend equivalent rights upon vesting. The updated form agreements are filed as Exhibits 10.1 and 10.2 to this Form 8-K, which are incorporated by reference herein.

Item 7.01 Regulation FD Disclosure.

On February 23, 2010, the Company issued a press release (the Press Release) announcing that its Board of Directors (the Board) declared the Company's second quarterly cash dividend of \$0.05 per share, payable on March 25, 2010, to stockholders of record as of March 9, 2010.

A copy of the Press Release is furnished herewith as Exhibit 99.1 to this Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 10.1 | Form of Gardner Denver, Inc. Restricted Stock Units Agreement |
| 10.2 | Form of Gardner Denver, Inc. Nonemployee Director Restricted Stock Units Agreement |
| 99.1 | Gardner Denver, Inc. Press Release dated February 23, 2010 |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GARDNER DENVER, INC.

Date: February 24, 2010

By: /s/ Brent A. Walters
Brent A. Walters
Vice President, General Counsel &
Chief Compliance Officer

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EXHIBIT INDEX

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