

GARDNER DENVER INC

Form 8-K

May 03, 2007

**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)

May 1, 2007

**Gardner Denver, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware	1-13215	76-0419383
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1800 Gardner Expressway  
Quincy, Illinois

62305

(Address of Principal Executive Offices)

(217) 222-5400

(Zip Code)

(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.**

At the May 1, 2007 Gardner Denver, Inc. (the Company ) Annual Stockholders Meeting, the Company s stockholders approved the Amended and Restated Long-Term Incentive Plan ( Incentive Plan ). The approved Incentive Plan effected the following changes: (1) increases the number of shares of common stock as to which awards may be granted from 8,500,000 to 10,000,000; (2) extends the termination date of the Plan from December 31, 2008 to December 31, 2012; (3) allows nonemployee directors to be eligible to receive options, stock appreciation rights and restricted stock; and (4) changes the definition of fair market value to mean the closing price of a share of common stock as reported on the composite tape for securities listed on the Stock Exchange for the applicable day.

A copy of Incentive Plan is filed with this report as Exhibit 99.1 to this Form 8-K and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Amended and Restated Long-Term Incentive Plan as effective on May 1, 2007

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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: May 3, 2007

By: /s/ Tracy D. Pagliara  
Tracy D. Pagliara  
Vice President, Administration,  
General Counsel and Secretary

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Amended and Restated Long-Term Incentive Plan as effective on May 1, 2007

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