

GARDNER DENVER INC
Form 8-K
October 29, 2009

**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)
October 29, 2009
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 1.01 Entry into a Material Definitive Agreement.

On October 29, 2009, Gardner Denver, Inc. (the Company) and Wells Fargo Bank, National Association (Wells Fargo), entered into an amendment (Amendment No. 1) to the Amended and Restated Rights Agreement, dated as of January 17, 2005, between the Company and the Rights Agent named therein (the Amended and Restated Rights Agreement) pursuant to which Wells Fargo was appointed as successor rights agent thereunder. A copy of Amendment 1 is attached to this Form 8-K as Exhibit 4.2 and incorporated herein by reference.

Item 8.01 Other Events.

On October 29, 2009, the Company appointed Wells Fargo to be the new transfer agent, registrar and dividend disbursing agent with respect to the Company s common stock.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- 4.2 Amendment No. 1 to the Amended and Restated Rights Agreement, dated as of October 29, 2009, between Gardner Denver, Inc. and Wells Fargo Bank, National Association.

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: October 29, 2009

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

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EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
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