MCKAY RAYMOND T

Form 4

February 13, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MCKAY RAYMOND T Issuer Symbol DOVER Corp [DOV] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title C/O DOVER 02/09/2012 below) CORPORATION, 3005 Vice President and Controller HIGHLAND PARKWAY, SUITE 200 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DOWNERS GROVE, IL 60515 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Transaction(A) or Disposed of (D) Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 02/09/2012 9.308 D M 2,510 (1) Stock Common 02/09/2012 F 1.041 8,267 D Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title ON O
Performance Shares	(1)	02/09/2012		M		2,274	<u>(1)</u>	<u>(1)</u>	Common Stock
Stock Appreciation Right	\$ 65.38	02/09/2012		A	16,825		02/09/2015	02/09/2022	Common Stock
Performance Shares	<u>(2)</u>	02/09/2012		A	1,147		(2)	(2)	Common Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MCKAY RAYMOND T C/O DOVER CORPORATION 3005 HIGHLAND PARKWAY, SUITE 200 DOWNERS GROVE, IL 60515

Vice President and Controller

Signatures

/s/ Raymond T. McKay by Greg J. Felten, Attorney-in-fact

02/13/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents settlement of performance shares representing a contingent right to receive shares of Dover common stock, based on Dover's relative total shareholder return versus that of Dover's peer group for the three-year performance period ended 12/31/2011. Amount of actual shares issued upon settlement of the award could vary from 0% to 200% of the target grant of 2,274 performance shares.
- (2) Each performance share represents a contingent right to receive shares of Dover common stock, based on Dover's relative total shareholder return versus that of Dover's peer group over the three-year performance period ending 12/31/2014.
- (3) Represents target grant amount. The actual number of shares that will be paid in respect of the performance share award may range from 0% to 200% of the target grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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