**DOVER CORP** Form 4 February 14, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

may continue.

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 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \* Van Loan David

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Vice President

Issuer

(Last)

(First)

(Middle)

DOVER CORP [DOV] 3. Date of Earliest Transaction

02/10/2011

(Month/Day/Year)

Director X\_ Officer (give title below)

10% Owner Other (specify

C/O DOVER CORPORATION, 3005 HIGHLAND PARKWAY, SUITE

(Street)

200

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

DOWNERS GROVE, IL 60515

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Price Amount (D)

Common Stock

02/10/2011

15,200 Α (1)

\$0 15,230 D

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: DOVER CORP - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amoun Underlying Securiti (Instr. 3 and 4) |                           |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|---------------------------------------|-------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------|---------------------------------------------------------|---------------------------|
|                                                     |                                                                       |                                         | Code V                                | (A) (D)                                                                                   | Date<br>Exercisable                                      | Expiration<br>Date | Title                                                   | Amo<br>or<br>Num<br>of Sh |
| Stock<br>Appreciation<br>Right                      | \$ 66.59                                                              | 02/10/2011                              | A                                     | 27,031                                                                                    | 02/10/2014                                               | 02/10/2021         | Common<br>Stock                                         | 27,0                      |
| Performance<br>Shares                               | (2)                                                                   | 02/10/2011                              | A                                     | 2,253                                                                                     | (2)                                                      | (2)                | Common<br>Stock                                         | 2,2                       |

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Van Loan David C/O DOVER CORPORATION 3005 HIGHLAND PARKWAY, SUITE 200 DOWNERS GROVE, IL 60515

Vice President

### **Signatures**

/s/ David Van Loan by Ivonne M. Cabrera, Attorney-in-fact

02/14/2011

\*\*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).
- (1) Represents grant of 15,200 shares of restricted stock that will vest on February 11, 2012; the award is subject to the Reporting Person's signing of a three-year non-compete agreement.
- (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 12/31/2013.
- (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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