DOVER CORP Form 4 February 14, 2005

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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obligations may continue. See Instruction

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 * SCHMIDT JOSEPH W | 2. Issuer Name and Ticker or Trading Symbol DOVER CORP [DOV] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|--|---|--|--|--|
| (Last) (First) (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| 280 PARK AVENUE, 34W | (Month/Day/Year) 02/10/2005 | Director 10% OwnerX_ Officer (give title Other (specify below) Vice President | | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| NEW YORK, NY 10017 | | Form filed by More than One Reporting Person | | | |
| (City) (State) (Zip) | Table I - Non-Derivative Securities Acq | quired, Disposed of, or Beneficially Owne | | | |

| | | Tubic | 1 11011 2 | | ccuii | 105 110 | quireu, Disposeu | or, or Deficition | nj O wnea |
|------------|---------------------|--------------------|------------|------------|-----------|---------|------------------|-------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securit | ties | | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | onAcquired | (A) o | r | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | Disposed | of (D |) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, | 4 and | 5) | Owned | Indirect (I) | Ownership |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (| | Reported | | |
| | | | | | (A) | | Transaction(s) | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common | | | Couc v | Timount | (D) | 11100 | | | |
| Common | | | | | | | 9,000 | D | |
| Stock | | | | | | | -, | _ | |

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)

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| 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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee stock option (right to buy) | \$ 38 | 02/10/2005 | | A | 41,360 | 02/10/2008 | 02/10/2015 | Common stock | 41,360 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---------------------------------|---------------|
| Reporting Owner Maine / Address | |

Director 10% Owner Officer Other

SCHMIDT JOSEPH W 280 PARK AVENUE, 34W NEW YORK, NY 10017

Vice President

Signatures

Joseph W. Schmidt 02/14/2005

**Signature of Date
Reporting Person

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).

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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