

DOVER CORP
Form 4
February 04, 2011

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

C/O DOVER
CORPORATION, 3005
HIGHLAND PARKWAY, SUITE
200

(Street)

DOWNS GROVE, IL 60515

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DOVER CORP [DOV]

3. Date of Earliest Transaction

(Month/Day/Year)

02/02/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/02/2011		M		14,335	A	\$ 41.25	27,211	D
Common Stock	02/02/2011		M		20,411	A	\$ 38	47,622	D
Common Stock	02/02/2011		M		44,374	A	\$ 46	91,996	D
Common Stock	02/02/2011		D		31,377	D	\$ 65.055	60,619	D
	02/02/2011		F		6,067	D	\$ 65.055	54,552	D

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Common
Stock

Common Stock	02/02/2011	S	41,646	D	\$ 64.8881 (1)	12,906	D
Common Stock	02/02/2011	S	12,876	D	\$ 65.0202 (2)	30	D

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

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(9-02)

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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 41.25	02/02/2011		M		14,335		02/12/2007	02/12/2014	Common Stock	14,335
Employee stock option (right to buy)	\$ 38	02/02/2011		M		20,411		02/10/2008	02/10/2015	Common Stock	20,411
Stock Appreciation Right	\$ 46	02/02/2011		M		44,374		02/02/2009	02/02/2016	Common Stock	44,374

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Van Loan David C/O DOVER CORPORATION 3005 HIGHLAND PARKWAY, SUITE 200	Vice President

DOWNERS GROVE, IL 60515

Signatures

/s/ David Van Loan by Joseph W. Schmidt,
Attorney-in-fact

02/04/2011

__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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.80 to \$65.231, inclusive. The reporting person undertakes to provide to Dover Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.

(1)

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.00 to \$65.09, inclusive.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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