

DOVER CORP
Form 4
February 04, 2011

FORM 4

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

OMB APPROVAL

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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

(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)

DOWNERS 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
 Officer (give title below) ___ Other (specify below)
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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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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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				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).

(1) 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.

(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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