Edgar Filing: DOVER CORP - Form 4

DOVED CODE

Form 4									
February 14	ЛЛ							-	PPROVAL
	UNITED	STATES		RITIES A			E COMMISSION	N OMB Number:	3235-0287
Check th if no lon subject t Section Form 4 o Form 5	MENT OF		SECU	Estimated burden hoi	Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5				
obligatic may con <i>See</i> Instr 1(b).	tinue. Section 17	(a) of the I	Public U	tility Hol	ding Cor		nge Act of 1934, of 1935 or Sectio 1940	on	
(Print or Type)	Responses)								
Somasundaram Sivasankaran Sy D (Last) (First) (Middle) 3. (M C/O DOVER 02 CORPORATION, 3005 HIGHLAND PARKWAY, SUITE 200 (Street) 4. Fi			2. Issuer Name and Ticker or Trading Symbol DOVER CORP [DOV]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) DirectorX_ Officer (give title 10% Owner below) Vice President			
			3. Date of Earliest Transaction (Month/Day/Year) 02/10/2011						
				endment, Day/Yea	-	ıl	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
	S GROVE, IL 60						Person		aporting
(City)	(State)	(Zip)	Tab	le I - Non-I			Acquired, Disposed of		ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deem (Month/Day/Year) Execution any (Month/D		Date, if TransactionAcquired (A) or Code Disposed of (D) ay/Year) (Instr. 8) (Instr. 3, 4 and 5) (A)		Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D) Price	(Instr. 3 and 4)		
Reminder: Rep	port on a separate line	e for each cla	ass of sec	urities benef	ficially ow	ned directly	or indirectly.		

Persons who respond to the collection of information contained in this form are not 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. Transacti Code (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 Exercisable	Expiration Date	Title	Amou or Numl of Sh
Stock Appreciation Right	\$ 66.59	02/10/2011		А	13,516	02/10/2014	02/10/2021	Common Stock	13,5
Performance Shares	(1)	02/10/2011		А	1,126	<u>(1)</u>	<u>(1)</u>	Common Stock	1,1 (2

Reporting Owners

Reporting Owner Name / Address	Relationships					
r g a construction and a construction of the c	Director	10% Owner	Officer	Other		
Somasundaram Sivasankaran C/O DOVER CORPORATION 3005 HIGHLAND PARKWAY, SUITE 200 DOWNERS GROVE, IL 60515	Vice President					
Signatures						
/s/ Sivasankaran Somasundaram by Ivonne M Attorney-in-fact	02/14/2011					
<u>**</u> Signature of Reporting Person			Date	2		

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) 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.
- (2) 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.