

DOVER CORP
Form 8-K
November 07, 2006

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 7, 2006

DOVER CORPORATION

(Exact Name of Registrant as Specified in Charter)

**STATE OF DELAWARE
(State or Other Jurisdiction
of Incorporation)**

**1-4018
(Commission File Number)**

**53-0257888
(I.R.S. Employer
Identification No.)**

**280 Park Avenue, New York, NY
(Address of Principal Executive Offices)**

**10017
(Zip Code)**

**(212) 922-1640
(Registrant's telephone number, including area code)**

(Former Name or Former address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.03 Material Modifications to Rights of Security Holders

Dover Corporation's shareholder rights plan expired on November 7, 2006 with the expiration of the Company's Amended and Restated Rights Agreement dated as of November 15, 1996, between the Company and Harris Trust Company of New York (the "Rights Agreement"). The Rights Agreement expired by its own terms and the Company's Board of Directors has decided not to renew it. The terms of the Rights Agreement and the common stock rights issued under it are described in the Company's Form 8-A/A filed with the Securities and Exchange Commission on November 15, 1996, and the exhibits thereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 7, 2006

DOVER CORPORATION

(Registrant)

By: /s/ Joseph W. Schmidt
Joseph W. Schmidt, Vice President,
General Counsel & Secretary