

STUBBS MICHAEL B
Form 4
November 19, 2008

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 *
STUBBS MICHAEL B

(Last) (First) (Middle)

420 LEXINGTON AVENUE, SUITE 2650

(Street)

NEW YORK, NY 10170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DOVER CORP [DOV]

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2008

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)

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 Ownership (Instr. 4)
				Code	V	Amount			
Common Stock	06/02/2008		G	V	300	D	\$ 0 40,097	D	
Common Stock	06/23/2008		G	V	1,000	D	\$ 0 39,097	D	
Common Stock	09/19/2008		J	V	39,097	D	\$ 0 ⁽¹⁾ 0	D	
Common Stock	09/19/2008		J	V	39,097	A	\$ 0 ⁽¹⁾ 39,097	I	By GRAT
Common Stock	09/24/2008		G	V	6,000	D	\$ 0 1,249,488	I	By trust ⁽²⁾ ₍₃₎

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Common Stock	09/24/2008		G	V	6,000	A	\$ 0	6,000	D	
Common Stock	11/17/2008		A		2,934	A	\$ 28.63	8,934	D	
Common Stock	11/17/2008		F ⁽⁴⁾		2,934	D	\$ 28.63	6,000	D	
Common Stock								1,006,390	I	By trust ⁽⁵⁾ <u>(2)</u>
Common Stock								500	I	By spouse <u>(2)</u> <u>(6)</u>
Common Stock								54,972	I	By trust ⁽⁷⁾

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STUBBS MICHAEL B 420 LEXINGTON AVENUE SUITE 2650 NEW YORK, NY 10170	X			

Signatures

Michael B.
Stubbs

11/19/2008

__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) Represents a transfer to the Michael B. Stubbs 2008 Grantor Retained Annuity Trust of which the Reporting Person is the beneficiary.
The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein and
 - (2) this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities (except to the extent of his pecuniary interest therein) for purposes of Section 16 or for any other purpose.
 - (3) Shares held by the 1993 Stubbs Family Trust of which the Reporting Person, his spouse and his descendants are beneficiaries.
 - (4) Shares withheld at the Reporting Person's request for tax payments, including payment of withholding taxes incident to the receipt of a stock grant under the 1996 Non-Employee Directors' Stock Compensation Plan.
 - (5) Shares held by the Gretchen B. Stubbs Residuary Trust of which the Reporting Person, his spouse and his descendants are beneficiaries.
 - (6) The Reporting Person disclaims beneficial ownership of the reported securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
 - (7) Shares held by the Trust f/b/o Jill S. Bradburn of which a member of the Reporting Person's immediate family is the beneficiary, the Reporting Person is co-trustee and a contingent beneficiary.

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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