

MCKAY RAYMOND T
 Form 4/A
 February 16, 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 *
 MCKAY RAYMOND T

(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)
 02/10/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/14/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Controller

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/11/2011 | | P ⁽¹⁾ | | 4,000 | A | \$ 66.4632 |
| | | | | | | | 21,276 ⁽³⁾ |
| | | | | | | | ⁽²⁾ |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Right | \$ 66.59 | 02/10/2011 | | A | 19,823 | 02/10/2014 02/10/2021 | Common Stock | 19,823 |
| Performance Shares | (4) | 02/10/2011 | | A | 1,352 | (4) (4) | Common Stock | 1,352 (5) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCKAY RAYMOND T
C/O DOVER CORPORATION
3005 HIGHLAND PARKWAY, SUITE 200
DOWNS GROVE, IL 60515

Controller

Signatures

/s/ Raymond T McKay by Ivonne M. Cabrera,
Attorney-in-fact

02/16/2011

**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) This Amendment is being filed solely to correct a typographical error in the footnote to Column 4 of Table I. The footnote in the original filing incorrectly referred to sale rather than purchase.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$66.43 to \$66.48, 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 purchased at each separate price within the ranges set forth in footnote (2) to this Form 4.
- (2) Shares held jointly with spouse; amount reflects correction of prior computational error.
- (3) 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.
- (4) 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.
- (5)

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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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