

MCKAY RAYMOND T
Form 4/A
February 22, 2012

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O DOVER CORPORATION, 3005 HIGHLAND PARKWAY, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2011

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

(Street)
DOWNS GROVE, IL 60515

4. If Amendment, Date Original Filed(Month/Day/Year)
02/07/2011

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 02/03/2011 | | M | A | \$ 41 | 9,246 ⁽²⁾ | D |
| Common Stock | 02/03/2011 | | M | A | \$ 38 | 17,255 ⁽²⁾ | D |
| Common Stock | 02/03/2011 | | S | D | \$ 64.9066 ⁽¹⁾ | 2,777 ⁽²⁾ | D |

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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 41 | 02/03/2011 | | M | 6,469 | 02/08/2004 02/08/2011 | Common Stock | 6,469 |
| Employee Stock Option (right to buy) | \$ 38 | 02/03/2011 | | M | 8,009 | 02/14/2005 02/14/2012 | Common Stock | 8,009 |

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 Greg J. Felten,
Attorney-in-fact

02/22/2012

__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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.84 to \$64.97, inclusive. The reporting person undertakes to provide to Dover Corporation, or the staff of the Securities and Exchange

(1) Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(2) Includes 2,777 shares held jointly with spouse.

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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