

DOVER CORP  
Form POSASR  
February 16, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**DOVER CORPORATION**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of incorporation or  
organization)*

**53-0257888**

*(I.R.S. Employer Identification No.)*

**3005 Highland Parkway, Suite 200  
Downers Grove, Illinois 60515  
(630) 541-1540**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

**Joseph W. Schmidt, Esq.  
Dover Corporation  
3005 Highland Parkway, Suite 200  
Downers Grove, Illinois 60515  
(630) 541-1540**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

***With a copy to:***

**Carol B. Stubblefield, Esq.  
Baker & McKenzie LLP  
1114 Avenue of the Americas  
New York, NY 10036  
(212) 626-4100**

Approximate date of commencement of proposed sale to the public: Not applicable, as this Post-Effective Amendment No. 1 to Form S-3 will deregister the registered but unsold securities under the registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated  
filer

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

(Do not check if a smaller reporting company)

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SIGNATURES

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**DEREGISTRATION OF SECURITIES AND WITHDRAWAL OF REGISTRATION STATEMENT**

This Post-Effective Amendment No. 1 relates to the Automatic Shelf Registration Statement on Form S-3 (Registration No. 333-149629) of Dover Corporation, a Delaware corporation (the Company ), which was filed with the Securities and Exchange Commission and became effective on March 11, 2008 (the Registration Statement ).

The Company is seeking to discontinue the effectiveness of the Registration Statement and deregister all the securities that remain unsold under the Registration Statement as of the date hereof.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Downers Grove, State of Illinois, on February 16, 2011.

DOVER CORPORATION

By: /s/ Robert A. Livingston  
 Robert A. Livingston  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| <b>SIGNATURE</b>          | <b>TITLE</b>                          | <b>DATE</b>       |
|---------------------------|---------------------------------------|-------------------|
| /s/ Robert A. Livingston  | President and Chief Executive Officer | February 16, 2011 |
| Robert A. Livingston      | (Principal Executive Officer)         |                   |
| /s/ Brad M. Cerepak       | Vice President and Chief              | February 16, 2011 |
| Brad M. Cerepak           | Financial Officer                     |                   |
|                           | (Principal Financial Officer)         |                   |
| /s/ Raymond T. McKay, Jr. | Vice President, Controller            | February 16, 2011 |
| Raymond T. McKay, Jr.     | (Principal Accounting Officer)        |                   |
| *                         | Chairman, Board of Directors          | February 16, 2011 |
| Robert W. Cremin          |                                       |                   |
| *                         | Director                              | February 16, 2011 |
| David H. Benson           |                                       |                   |
| *                         | Director                              | February 16, 2011 |
| Jean-Pierre M. Ergas      |                                       |                   |
| *                         | Director                              | February 16, 2011 |
| Peter T. Francis          |                                       |                   |
| *                         | Director                              | February 16, 2011 |
| Kristiane C. Graham       |                                       |                   |

|                      |          |                   |
|----------------------|----------|-------------------|
| *                    | Director | February 16, 2011 |
| James L. Koley       |          |                   |
| *                    | Director | February 16, 2011 |
| Richard K. Lochridge |          |                   |

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| <b>SIGNATURE</b>   | <b>TITLE</b> | <b>DATE</b>       |
|--------------------|--------------|-------------------|
| *                  | Director     | February 16, 2011 |
| Bernard G. Rethore |              |                   |
| *                  | Director     | February 16, 2011 |
| Michael B. Stubbs  |              |                   |
|                    | Director     | February __, 2011 |
| Stephen M. Todd    |              |                   |
|                    | Director     | February __, 2011 |
| Stephen K. Wagner  |              |                   |
| *                  | Director     | February 16, 2011 |
| Mary A. Winston    |              |                   |

\* By: /s/ Joseph W. Schmidt  
Joseph W. Schmidt  
Attorney-in-Fact