

DOVER Corp  
Form POSASR  
June 11, 2012

As filed with the Securities and Exchange Commission on June 11, 2012

Registration No. 333-180924

**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)

**3005 Highland Parkway**

**Downers Grove, IL**  
(Address of Principal Executive Offices)

**53-0257888**  
(IRS Employer Identification No.)

**60615**  
(Zip Code)

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**Joseph W. Schmidt, Esq.**

**Dover Corporation**

**3005 Highland Parkway**

**Downers Grove, IL 60515**

**(630) 541-1540**

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

*Copies 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.

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, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: "

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) 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: "

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: "

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer " (Do not check if a smaller reporting company)

Accelerated filer "

Smaller reporting company "

**DEREGISTRATION OF UNSOLD SECURITIES**

This Post-Effective Amendment No. 1 relates to the Automatic Shelf Registration Statement on Form S-3 (File No. 333-180924) of Dover Corporation (the Registrant) pertaining to shares of the Registrant's common stock, par value \$1.00 per share, which was filed with the Securities and Exchange Commission and became effective on April 25, 2012 (the Registration Statement).

The Registrant issued the shares of common stock covered by the prospectus included in the Registration Statement through a private placement in connection with a merger transaction. In the merger agreement relating to that transaction, the Registrant agreed to keep the Registration Statement current for 45 days from the date of the prospectus. Such 45-day period expired on June 9, 2012.

As a result and pursuant to the Registrant's undertaking in Item 17(a)(3) of Part II of this Registration Statement, this post-effective amendment hereby terminates the Registration Statement and removes from registration all of the shares of common stock registered thereby which remain unsold as of the date hereof. As of the date hereof, based on information provided to the Registrant with respect to sales by the selling stockholders prior to filing this Post-Effective Amendment No. 1, the Registrant estimates that approximately 867,646 shares of common stock registered on Registration Statement No. 333-180924 and held by the selling stockholders named in the prospectus remain unsold.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in Downers Grove, Illinois, on June 11, 2012.

**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, this registration statement has been signed by the following persons in the capacities indicated on June 11, 2012.

<b>Signatures</b>	<b>Title</b>
/s/ Robert A. Livingston*	Chief Executive Officer, President and Director
Robert A. Livingston	(Principal Executive Officer)
/s/ Brad M. Cerepak*	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
Brad M. Cerepak	
/s/ Raymond T. McKay, Jr.*	Vice President, Controller
Raymond T. McKay, Jr.	(Principal Accounting Officer)
/s/ Robert W. Cremin*	Chairman, Board of Directors
Robert W. Cremin	
/s/ David H. Benson*	Director
David H. Benson	
/s/ Jean-Pierre M. Ergas*	Director
Jean-Pierre M. Ergas	
/s/ Peter T. Francis*	Director
Peter T. Francis	
/s/ Kristiane C. Graham*	Director
Kristiane C. Graham	
/s/ Richard K. Lochridge*	Director
Richard K. Lochridge	

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/s/ Bernard G. Rethore\*

Director

Bernard G. Rethore

/s/ Michael B. Stubbs\*

Director

Michael B. Stubbs

/s/ Stephen M. Todd\*

Director

Stephen M. Todd

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/s/ Stephen K. Wagner\*

Director

Stephen K. Wagner

/s/ Mary A. Winston\*

Director

Mary A. Winston

\*By: /s/ Joseph W. Schmidt  
Joseph W. Schmidt

Attorney-in-fact