MCKAY RAYMOND T

Form 4

February 14, 2011

FORM 4

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5

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

burden hours per response...

10% Owner

may continue. See Instruction

Section 16.

obligations

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCKAY RAYMOND T

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

DOVER CORP [DOV]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

Director

(Month/Day/Year)

X_ Officer (give title Other (specify below) below) Controller

02/10/2011

C/O DOVER CORPORATION, 3005

HIGHLAND PARKWAY, SUITE

200

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

DOWNERS GROVE, IL 60515

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

3. 4. Securities Acquired (A) 5. Amount of Transaction Disposed of (D) Code (Instr. 3, 4 and 5)

Securities Beneficially Owned

7. Nature of Indirect Ownership Form: Beneficial Direct (D) Ownership

(Instr. 4)

(Month/Day/Year) (Instr. 8)

or Indirect **Following** Reported Transaction(s) (Instr. 3 and 4)

(Instr. 4)

Code V Amount (D) Price

(A)

\$

 $21,276 \frac{(2)}{2}$ D

Common Stock

02/11/2011

P 66.4632 4,000 A (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Edgar Filing: MCKAY RAYMOND T - Form 4

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Stock Appreciation Right	\$ 66.59	02/10/2011		A	19,823	02/10/2014	02/10/2021	Common Stock	19,8
Performance Shares	(3)	02/10/2011		A	1,352	(3)	(3)	Common Stock	1,3.

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Othe	

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

Controller

Signatures

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

02/14/2011

Date

**Signature of Reporting Person

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 \$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 sold at each separate price within the ranges set forth in footnote (1) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2