DOVER Corp Form 4 March 12, 2014

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

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 See Instruction

1(b).

(Last)

(City)

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Goldberg Paul

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

DOVER Corp [DOV]

(Check all applicable)

C/O DOVER

CORPORATION, 3005 HIGHLAND PARKWAY 3. Date of Earliest Transaction

(Month/Day/Year) 03/10/2014

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

Vice President

(Street)

(State)

(First)

(Middle)

(Zip)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

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

DOWNERS GROVE, IL 60515

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)	• •	any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
					Reported	· ·	· ·
				(A)	Transaction(s)		
				or	(Instr. 3 and 4)		
			Code V	Amount (D) Price	(Instr. 5 und 1)		
Common Stock	03/10/2014		A	$485 \underline{^{(1)}} A \qquad \underline{^{(1)}}$	2,194	D	
Common					859	I	By 401(k)

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

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Plan

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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. Transacti Code (Instr. 8)	5. Number on 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Stock Appreciation Right	\$ 82.51	03/10/2014		A	5,817	03/10/2017	03/10/2024	Common Stock	5,81
Performance Shares	<u>(2)</u>	03/10/2014		A	485	(2)	(2)	Common Stock	485 <u>(</u>

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Goldberg Paul						
C/O DOVER CORPORATION			Vice			
3005 HIGHLAND PARKWAY			President			
DOWNERS GROVE, IL 60515						

Signatures

/s/ Paul E. Goldberg by Kathryn D. Ingraham, Attorney-in-fact

03/12/2014

**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) Represents grant of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Dover common stock. The restricted stock units will vest in three annual installments beginning on the first anniversary of the date of grant.
- Each performance share represents a contingent right to receive shares of Dover common stock, based on satisfaction of performance (2) criteria over the three year performance period ending 12/31/2016. The number in Column 5 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 400% 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.

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