

MCKAY RAYMOND T
Form 4/A
February 16, 2011

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)
02/10/2011

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

(Street)
DOWNS GROVE, IL 60515

4. If Amendment, Date Original Filed (Month/Day/Year)
02/14/2011

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/11/2011		P ⁽¹⁾	4,000 A \$ 66.4632	21,276 ⁽³⁾	D	
					⁽²⁾		

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

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SEC 1474 (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 Acquired (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 Security (Instr. 3 and 4)
Stock Appreciation Right	\$ 66.59	02/10/2011		A	19,823	02/10/2014 02/10/2021	Common Stock 19,823
Performance Shares	(4)	02/10/2011		A	1,352	(4) (4)	Common Stock 1,352 (5)

Reporting Owners

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

02/16/2011

**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) This Amendment is being filed solely to correct a typographical error in the footnote to Column 4 of Table I. The footnote in the original filing incorrectly referred to sale rather than purchase.
- (2) The price reported in Column 4 is a weighted average price. These shares were purchased 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 purchased at each separate price within the ranges set forth in footnote (2) to this Form 4.
- (3) Shares held jointly with spouse; amount reflects correction of prior computational error.
- (4) 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.
- (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 200% of the target grant.

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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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