

Giacomini Thomas  
 Form 4  
 February 13, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Giacomini Thomas

(Last) (First) (Middle)

C/O DOVER CORPORATION, 3005 HIGHLAND PARKWAY, SUITE 200

(Street)

DOWNERS GROVE, IL 60515

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 DOVER Corp [DOV]

3. Date of Earliest Transaction (Month/Day/Year)  
 02/09/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/09/2012		M	3,198	A (1)	13,235	D (2)
Common Stock	02/09/2012		F	1,016	D \$ 65.38	12,219	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)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	
Performance Shares	<u>(1)</u>	02/09/2012		M		2,897	<u>(1)</u>	<u>(1)</u>	Common Stock
Stock Appreciation Right	\$ 65.38	02/09/2012		A		27,531	02/09/2015	02/09/2022	Common Stock
Performance Shares	<u>(3)</u>	02/09/2012		A		2,294	<u>(3)</u>	<u>(3)</u>	Common Stock

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Giacomini Thomas  
C/O DOVER CORPORATION  
3005 HIGHLAND PARKWAY, SUITE 200  
DOWNERS GROVE, IL 60515

Vice President

## Signatures

/s/ Thomas Giacomini by Greg J. Felten,  
Attorney-in-fact

02/13/2012

\*\*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 settlement of performance shares representing 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 for the three-year performance period ended 12/31/2011. Amount of actual shares issued upon settlement of the award could vary from 0% to 200% of the target grant of 2,897 performance shares.
  - (2) Represents 37 shares held jointly with Reporting Person's spouse which were previously reported as indirectly owned by Reporting Person's spouse.
  - (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 12/31/2014.
  - (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.

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