

DOVER CORP
Form 5
February 14, 2008

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
GRAHAM KRISTIANE C

(Last) (First) (Middle)

DOVER CORPORATION, 280
PARK AVENUE, 34W

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----|--|--|---|---------------------|
| | | | | (A) | (D) | Price | | | |
| Common Stock | 10/02/2006 | | D4 | 500 | D | \$ 47.238 | 0 | I | By trust (1) (2) |
| Common Stock | 03/21/2007 | | D4 | 1,500 | D | \$ 48.1 | 43,266 | I | By trust (2) (3) |
| Common Stock | 04/19/2006 | | D4 | 400 | D | \$ 48.57 | 214,450 (4) | I | By trust |
| Common Stock | 07/12/2006 | | D4 | 1,000 | D | \$ 48.09 | 214,450 (4) | I | By trust |

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| | | | | | | | | | |
|--------------|------------|---|----|-------|---|-----------|------------------------|---|--|
| Common Stock | 09/18/2006 | Â | D4 | 600 | D | \$ 48.226 | 214,450 ⁽⁴⁾ | I | By trust |
| Common Stock | 01/25/2007 | Â | D4 | 2,000 | D | \$ 47.902 | 214,450 ⁽⁴⁾ | I | By trust |
| Common Stock | 03/20/2007 | Â | D4 | 1,600 | D | \$ 47.81 | 214,450 ⁽⁴⁾ | I | By trust |
| Common Stock | 03/21/2007 | Â | D4 | 1,000 | D | \$ 48.06 | 214,450 ⁽⁴⁾ | I | By trust |
| Common Stock | 04/13/2007 | Â | D4 | 600 | D | \$ 47.92 | 214,450 ⁽⁴⁾ | I | By trust |
| Common Stock | 09/19/2007 | Â | D4 | 1,000 | D | \$ 51 | 214,450 ⁽⁴⁾ | I | By trust |
| Common Stock | 12/21/2007 | Â | D4 | 1,300 | D | \$ 46.06 | 214,450 ⁽⁴⁾ | I | By trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 6,870 | I | By trust ⁽²⁾ ⁽⁵⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,460 | I | By children |
| Common Stock | Â | Â | Â | Â | Â | Â | 38,416 | I | By trust ⁽²⁾ ⁽⁵⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 44,292 | I | By trust ⁽²⁾ ⁽⁵⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 404,585 | D | Â |

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 2270 (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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se O Er Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (A) | (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GRAHAM KRISTIANE C DOVER CORPORATION 280 PARK AVENUE, 34W NEW YORK, NY 10017 | X | ^ | ^ | ^ |

Signatures

/s/ Kristiane C. Graham by Ambika Sharma, Attorney
in fact

02/14/2008

__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 sale of shares held by a trust of which the Reporting Person is a beneficiary. Prior to December 31, 2007, the remaining shares in the trust were distributed to the beneficiaries.

The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein, if
 - (2) any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities (except to the extent of her pecuniary interest therein) for purposes of Section 16 or for any other purpose.
 - (3) Represents sale of shares held by a trust of which the Reporting Person is a beneficiary.
 - (4) Represents sale of shares held by a trust of which the Reporting Person is a beneficiary. At December 31, 2007, the number of shares held by the trust representing the Reporting Person's pro rata interest in the trust was 214,450.
 - (5) Represents shares held by a trust of which the Reporting Person is a trustee.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.