SEC Form 4

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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Instruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934	
	or Section 30(h) of the Investment Company Act of 1940	
1. Name and Address of Reporting Person [*] Cerepak Brad M	2. Issuer Name and Ticker or Trading Symbol <u>DOVER Corp</u> [DOV]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below)
(Last) (First) (Middl C/O DOVER CORPORATION 3005 HIGHLAND PARKWAY	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2022	SVP and CFO
(Street) DOWNERS GROVE IL 6051	4. If Amendment, Date of 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 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. Transa Code (8)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/11/2022		A		2,653 ⁽¹⁾	A	\$0 ⁽¹⁾	62,559	D	
Common Stock	02/11/2022		A		13,158	A	\$0 ⁽²⁾	75,717	D	
Common Stock	02/11/2022		F		5,811	D	\$160.21	69,906	D	
Common Stock								2,626	I	By 401(k) Plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Right	\$160.21	02/11/2022		A		23,580		02/11/2025	02/11/2032	Common Stock	23,580	\$0	23,580	D	

Explanation of Responses:

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 March 15, 2023.

2. Represents settlement of performance shares representing a contingent right to receive shares of Dover common stock, based on Dover's internal total shareholder return for the three-year period ended December 31, 2021.

> /s/ Brad M. Cerepak by John C. 02/15/2022

Nelson, Attorney-in-fact Date

** Signature of Reporting Person

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

 \ast 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Ivonne M. Cabrera, John C. Nelson, Matthew S. Gaudette, Jeremy M. Taylor and Beverly A. Wyckoff, severally, as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution or revocation, for the undersigned and in the undersigned's name, place and stead, to:

(1) execute for and on behalf of the undersigned and to submit to the Securities and Exchange Commission (the "Commission"), in the undersigned's capacity as a director and/or officer of Dover Corporation (the "Company"), a Form ID to obtain EDGAR codes for the undersigned to submit filings to the Commission via the Commission's Electronic Data Gathering and Retrieval Systems;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as a director and/or officer of the Company, Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder (the "Exchange Act");

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4, or 5 or any amendment or amendments thereto, and file any such Form with the Commission and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required to be done by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 under Section 16 of the Exchange Act with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of February 2022.

/s/ Brad M. Cerepak Name: Brad M. Cerepak