

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

DOVER CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

53-0257888  
(I.R.S. Employer  
Identification No.)

280 Park Avenue, New York, New York 10017  
(Address of principal executive offices, including Zip Code)

DOVER CORPORATION  
1995 INCENTIVE STOCK OPTION PLAN  
AND  
1995 CASH PERFORMANCE PROGRAM  
(Full title of the Plan)

ROBERT G. KUHBACH, ESQ.  
Vice President, General Counsel and Secretary  
Dover Corporation  
280 Park Avenue, New York, New York 10017  
(Name and address of agent for service)

(212) 922-1640  
Telephone number, including area code, of agent for service

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$1.00 per share	20,000,000 shares	\$35.25	\$705,000,000.00	\$207,975.00

(1) This Registration Statement also covers such indeterminable number of additional shares of Common Stock as may become deliverable as a result of stock splits, stock dividends or similar transactions in accordance with the provisions of the Plan.

2) Determined pursuant to Rule 457(h) under the Securities Act of 1933 solely for purposes of calculating the registration fee and based upon the average of the high and low prices of the Common Stock on February 3, 1998 as reported in the consolidated reporting system.

## PART II

## ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents, descriptions, amendments and reports filed with the Securities and Exchange Commission (the "Commission") by Dover Corporation ("Dover" or the "Company") are incorporated by reference into this Registration Statement:

(a) Dover's Annual Report on Form 10-K for the year ended December 31, 1996;

(b) All other reports filed by Dover pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since December 31, 1996; and

(c) The description of the Company's Common Stock contained in the Company's registration statement filed under the Securities Exchange Act of 1934, as amended, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by Dover pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered pursuant hereto have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

## ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

## ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not Applicable.

## ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Company is a Delaware corporation. Section 145 of the Delaware General Corporation Law (the "DGCL") generally provides that a corporation is empowered to indemnify any person who was or is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Company) by reason of the fact that he is or was a director, officer, employee or agent of the Registrant or is or was serving, at the request of the Registrant, in any of such capacities of another corporation or other enterprise, if such director, officer, employee or agent acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. This statute describes in detail the right of the Company to indemnify any such person. Article XII of the By-Laws of the Company provides for indemnification against all expense, liability and loss (including attorney's fees and amounts paid in settlement) reasonably incurred or suffered, to the fullest extent authorized by the DGCL, of directors, officers, employees and agents of the Company (or who is or was serving at the request of the Company in any such capacities of another corporation or other

enterprise) who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such service, whether the alleged basis is an action in such capacity or in any other capacity. Article SEVENTEENTH of the Restated Certificate of Incorporation of the Company, as amended, eliminates the liability of directors to the Company or its stockholders for monetary damages for breach of fiduciary duty to the fullest extent permitted under the DGCL.

The Company has in effect a policy insuring itself, its subsidiaries and their respective directors and officers, to the extent they may be required or permitted to indemnify such officers or directors, against certain liabilities arising from acts or omissions in the discharge of their duties that they shall become legally obligated to pay. The policy is for a period ending November 5, 1999 and provides a maximum coverage of \$35 million and (subject to certain enumerated exclusions) covers 100% of all losses above the deductible amount of \$5,000 per director or officer.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not Applicable.

ITEM 8. EXHIBITS

- 4.1 Restated Certificate of Incorporation and Amendments thereto, filed as Exhibit 3(a) to Form 10-K for year ended December 31, 1989, is incorporated by reference.
- 4.2 By-laws, as amended, filed as Exhibit 3(b) to Form 10-K for year ended December 31, 1996, is incorporated by reference.
- 5 Opinion of General Counsel.
- 23.1 Consent of Coopers & Lybrand L.L.P.
- 24 Powers of Attorney (included on the signature page hereof).

ITEM 9. UNDERTAKINGS

Dover hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by Dover pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

Dover hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of Dover's Annual Report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefits plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of Dover pursuant to the foregoing provisions, or otherwise, Dover has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by Dover of expenses incurred or paid by a director, officer or controlling person of Dover in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, Dover will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

## SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THE REGISTRANT, CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-3 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF NEW YORK, STATE OF NEW YORK, ON FEBRUARY \_\_, 1998.

## DOVER CORPORATION

By: /s/ Thomas L. Reece

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 Thomas L. Reece, President  
 and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below hereby constitutes and appoints John F. McNiff, Alfred Suesser and Robert G. Kuhbach, and each of them, with full power of substitution and resubstitution, as attorneys or attorney to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file with the Securities and Exchange Commission the same, with all exhibits thereto, and any and all applications or other documents to be filed with the Securities and Exchange Commission pertaining thereto, with full power and authority to do and perform any and all acts and things whatsoever required and necessary to be done in the premises, as fully to all intents and purposes as the undersigned could do if personally present, hereby ratifying and confirming all that said attorneys, and any of them and any such substitute, may lawfully do or cause to be done by virtue hereof.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

Signature	Title	Date
/s/ Thomas L. Reece ----- Thomas L. Reece	President and Chief Executive Officer & Director (Principal Executive Officer)	February 5, 1998
/s/ John F. McNiff ----- John F. McNiff	Treasurer (Principal Financial Officer) & Director	February 5, 1998
/s/ Alfred Suesser ----- Alfred Suesser	Controller (Principal Accounting Officer)	February 5, 1998
/s/ David H. Benson ----- David H. Benson	Director	February 5, 1998
/s/ Magalen O. Bryant ----- Magalen O. Bryant	Director	February 5, 1998

/s/ Jean-Pierre M. Ergas ----- Jean-Pierre M. Ergas	Director	February 5, 1998
/s/ Roderick J. Fleming ----- Roderick J. Fleming	Director	February 5, 1998
/s/ John F. Fort ----- John F. Fort	Director	February 5, 1998
/s/ James L. Koley ----- James L. Koley	Director	February 5, 1998
/s/ Anthony J. Ormsby ----- Anthony J. Ormsby	Director	February 5, 1998
/s/ Gary L. Roubos ----- Gary L. Roubos	Director	February 5, 1998

## EXHIBIT INDEX

Exhibit Number	Sequentially Numbered Page
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5 Opinion of General Counsel.	
23.1 Consent of Coopers & Lybrand L.L.P.	
24.1 Powers of Attorney (included on the signature page hereof).	

February 5, 1998

Dover Corporation  
280 Park Avenue  
New York, NY 10017

Gentlemen:

I am rendering my opinion with respect to the legality of the 20,000,000 shares of Common Stock, par value \$1.00 per share (the "Shares"), of Dover Corporation, a Delaware corporation (the "Company"), issuable pursuant to options ("Options") which may be granted under the Company's 1995 Incentive Stock Option Plan and 1995 Cash Performance Program (the "Plan"), which shares are being registered under the Securities Act of 1933, as amended, on the Company's Registration Statement on Form S-8 to which this opinion is attached as an exhibit.

As General Counsel to the Company, I am familiar with the corporate proceedings of the Company relating to the authorization for issuance of the Shares, and have examined such instruments, documents, records and certificates, and have made such other inquiries and investigations of fact, as I have deemed necessary for purposes of the opinions herein expressed.

Based on the foregoing, and having regard for such other legal and factual considerations I deem relevant, I am of the opinion that the Shares, when issued in accordance with the Plan, upon exercise of Options, and subject to the payment in full of the exercise price thereof, will be legally issued, fully paid and non-assessable.

Very truly yours,

/s/ Robert G. Kuhbach

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Robert G. Kuhbach  
General Counsel



## CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in (a) this Registration Statement of Dover Corporation on Form S-8 and (b) the Registration Statement of Dover Corporation on Form S-8 (File No. 33-11229) of our reports dated February 14, 1997, on our audits of (i) the consolidated financial statements of Dover Corporation and subsidiaries as of December 31, 1996, and 1995, and for the years then ended, which report is included in the 1996 Annual Report to Stockholders and incorporated by reference in the 1996 Annual Report on Form 10-K and (ii) the 1996 financial statement schedule of Dover Corporation, which report is included in the 1996 Annual Report on Form 10-K.

/s/ Coopers & Lybrand L.L.P.

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Coopers & Lybrand L.L.P.

New York, New York  
February 4, 1998