

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0362
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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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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* <u>STUBBS MICHAEL B</u>  (Last) (First) (Middle) <u>777 THIRD AVENUE</u> <u>18TH FLOOR</u>  (Street) <u>NEW YORK NY 10017</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DOVER CORP [ DOV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
				Amount	(A) or (D)	Price			
Common Stock	12/16/2004		J	16,232	A	\$41.97	54,374 <sup>(1)</sup>	D	
Common Stock	12/16/2004		J	16,232	D	\$41.97	33,768	I	By GRAT <sup>(2)</sup>
Common Stock							500	I	By spouse <sup>(3)</sup>
Common Stock							78,972	I	By trust <sup>(4)</sup>
Common Stock							1,084,490	I	By trust <sup>(5)(6)</sup>
Common Stock							1,255,488	I	By trust <sup>(6)(7)</sup>
Common Stock							49,280	I	By trust <sup>(3)(8)</sup>
Common Stock							550	I	By trust <sup>(3)(9)</sup>
Common Stock							49,280	I	By trust <sup>(3)(10)</sup>
Common Stock							550	I	By trust <sup>(3)(11)</sup>

**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 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)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The Reporting Person no longer has a reportable beneficial interest in 17,500 shares of common stock held by the Michael B. Stubbs 1998 Descendants' Trust and previously included in the Reporting Person's prior ownership reports.
- Shares held by the Michael B. Stubbs 2003 Grantor Retained Annuity Trust of which the Reporting Person is the beneficiary.
- The Reporting Person disclaims beneficial ownership of the reported securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- Shares held by the Trust f/b/o Jill S. Bradburn of which a member of the Reporting Person's immediate family is the beneficiary, the Reporting Person is co-trustee and a contingent beneficiary.
- Shares held by the Gretchen B. Stubbs Residuary Trust of which the Reporting Person, his spouse and his descendants are beneficiaries.
- The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein 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 his pecuniary interest therein) for purposes of Section 16 or for any other purpose.
- Shares held by the 1993 Stubbs Family Trust of which the Reporting Person, his spouse and his descendants are beneficiaries.
- Shares held by Trust #1 f/b/o Abigail M. Stubbs of which the Reporting Person is a co-trustee and a member of his immediate family is the beneficiary.
- Shares held by Trust #2 f/b/o Abigail M. Stubbs of which the Reporting Person is a co-trustee and a member of his immediate family is the beneficiary.
- Shares held by Trust #1 f/b/o A. Merrill Stubbs of which the Reporting Person is a co-trustee and a member of his immediate family is the beneficiary.
- Shares held by Trust #2 f/b/o A. Merrill Stubbs of which the Reporting Person is a co-trustee and a member of his immediate family is the beneficiary.

**Remarks:**

/s/ Michael B. Stubbs

02/04/2005

\*\* Signature of Reporting Person

Date

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

\* 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.**