

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 11-K - K/A No.1

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934 [FEE REQUIRED]

For the fiscal year ended December 31, 1997

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE Act of 1934 [NO FEE REQUIRED]

For the transition period from \_\_\_\_\_

Commission file number SEC File No. 2-91561

A: DOVER CORPORATION RETIREMENT SAVINGS PLAN  
(Full title of the plan)

B: DOVER CORPORATION  
280 Park Avenue  
New York, New York 10017  
212/922-1640

(Name of issuer of the securities held pursuant to the plan  
and the address of its principal executive office)

REQUIRED INFORMATION  
(as required by items no. 1 thru 3)

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## Independent Accountants' Report

Pension Committee,  
Dover Corporation  
Retirement Savings Plan:

We have audited the statements of net assets available for plan benefits of the Dover Corporation Retirement Savings Plan (the "Plan") as of December 31, 1997 and 1996, and the related statements of changes in net assets available for plan benefits for the years ended December 31, 1997 and 1996. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan as of December 31, 1997 and 1996 and the changes in net assets available for plan benefits for each of the years ended December 31, 1997 and 1996, in conformity with general accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The Fund information in the statements of net assets available for plan benefits and the statements of changes in net assets available for plan benefits is presented for purposes of additional analysis rather than to present the net assets available for plan benefits and changes in net assets available for plan benefits of each fund. The supplemental schedules of the Plan as of and for the year ended December 31, 1997 are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The Fund information and supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

NEW YORK, NEW YORK  
June 24, 1998

COOPERS & LYBRAND L.L.P.

DOVER CORPORATION  
RETIREMENT SAVINGS PLAN  
STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS  
DECEMBER 31, 1997

PARTICIPANT DIRECTED

	TOTAL	STOCK FUND	INCOME FUND	EQUITY FUND	GROWTH FUND	BALANCED FUND
<b>ASSETS</b>						
Investments at fair value						
Common stock						
Dover Corporation	\$ 201,346,126	\$ 201,346,126	\$ --	\$ --	\$ --	\$ --
Common stock funds	102,932,957	--	--	51,317,368	40,649,981	--
Other funds	77,888,633	--	51,409,898	--	--	20,456,412
Notes receivable from employees	17,938,038	--	--	--	--	--
Employer contributions receivable	(8,211)	(8,211)	--	--	--	--
<b>Total Assets</b>	<b>\$ 400,097,543</b>	<b>\$ 201,337,915</b>	<b>\$ 51,409,898</b>	<b>\$ 51,317,368</b>	<b>\$ 40,649,981</b>	<b>\$ 20,456,412</b>
<b>LIABILITIES</b>						
Due to (from) other fund	\$ --	\$ 125,286	\$ (226,782)	\$ 23,696	\$ 15,009	\$ 49,065
<b>Total Liabilities</b>	<b>--</b>	<b>125,286</b>	<b>(226,782)</b>	<b>23,696</b>	<b>15,009</b>	<b>49,065</b>
<b>Net assets available for Plan benefits</b>	<b>\$ 400,097,543</b>	<b>\$ 201,212,629</b>	<b>\$ 51,636,680</b>	<b>\$ 51,293,672</b>	<b>\$ 40,634,972</b>	<b>\$ 20,407,347</b>

PARTICIPANT DIRECTED

	AIM			HORIZON		
	LOAN FUND	CONSTELLATION FUND	TEMPLETON FUND	SHORT FUND	MEDIUM FUND	LONG FUND
<b>ASSETS</b>						
Investments at fair value						
Common stock						
Dover Corporation	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --
Common stock funds	--	7,445,056	3,520,552	--	--	--
Other funds	--	--	--	944,726	2,178,627	2,898,970
Notes receivable from employees	17,938,038	--	--	--	--	--
Employer contributions receivable	--	--	--	--	--	--
<b>Total Assets</b>	<b>\$ 17,938,038</b>	<b>\$ 7,445,056</b>	<b>\$ 3,520,552</b>	<b>\$ 944,726</b>	<b>\$ 2,178,627</b>	<b>\$ 2,898,970</b>
<b>LIABILITIES</b>						
Due to (from) other fund	\$-	\$ 13,726	\$ --	\$ --	\$ --	\$ --
<b>Total Liabilities</b>	<b>--</b>	<b>13,726</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Net assets available for Plan benefits</b>	<b>\$ 17,938,038</b>	<b>\$ 7,431,330</b>	<b>\$ 3,520,552</b>	<b>\$ 944,726</b>	<b>\$ 2,178,627</b>	<b>\$ 2,898,970</b>

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS.

\*THESE INVESTMENTS REPRESENT 5 PERCENT OR MORE OF THE PLAN'S NET ASSETS.

DOVER CORPORATION  
RETIREMENT SAVINGS PLAN  
STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS  
DECEMBER 31, 1996

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PARTICIPATED DIRECTED  
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	TOTAL	STOCK FUND	INCOME FUND	EQUITY FUND	GROWTH FUND	BALANCED FUND
<b>ASSETS</b>						
Investments as fair value						
Common stock						
Dover Corporation	\$ 129,129,854	\$ 129,129,854	\$ --	\$ --	\$ --	\$ --
Common stock funds	78,195,853	--	--	40,447,074	30,310,820	--
Other funds	71,476,120	--	51,861,788	--	--	16,001,229
Notes receivable for employees	15,097,469	--	--	--	--	--
-----						
Total Assets	\$ 293,899,296	\$ 129,129,854	\$ 51,861,788	\$ 40,447,074	\$ 30,310,820	\$ 16,001,229
=====						
<b>LIABILITIES</b>						
Due to (from) other fund	\$ --	\$ (119,565)	\$ 321,830	\$ 187,268	\$ (76,152)	\$ --
-----						
Total Liabilities	--	(119,565)	321,830	187,268	(76,152)	--
-----						
Net Assets availables for Plan benefits	\$ 293,899,296	\$ 129,249,419	\$ 51,539,958	\$ 40,259,806	\$ 30,386,972	\$ 16,001,229
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PARTICIPATED DIRECTED  
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	LOAN FUND	AIM CONSTELLATION FUND	TEMPLETON FUND	HORIZON		
				SHORT FUND	MEDIUM FUND	LONG FUND
<b>ASSETS</b>						
Investments as fair value						
Common stock						
Dover Corporation	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --
Common stock funds	--	5,437,065	2,000,894	--	--	--
Other funds	--	--	--	643,234	1,231,571	1,738,298
Notes receivable for employees	15,097,469	--	--	--	--	--
-----						
Total Assets	\$ 15,097,469	\$ 5,437,065	\$ 2,000,894	\$ 643,234	\$ 1,231,571	\$ 1,738,298
=====						
<b>LIABILITIES</b>						
Due to (from) other fund	\$ --	\$ (50,000)	\$ (263,381)	\$ --	\$ --	\$ --
-----						
Total Liabilities	--	(50,000)	(263,381)	--	--	--
-----						
Net Assets availables for Plan benefits	\$ 15,097,469	\$ 5,487,065	\$ 2,264,275	\$ 643,234	\$ 1,231,571	\$ 1,738,298
=====						

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS.

\*THESE INVESTMENTS REPRESENT 5 PERCENT OR MORE OF THE PLAN'S NET ASSETS.

## DOVER CORPORATION

 RETIREMENT SAVINGS PLAN  
 STATEMENT OF CHANGES IN NET ASSETS  
 AVAILABLE FOR PLAN BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 1997

	PARTICIPANT DIRECTED				
	TOTAL	STOCK FUND	INCOME FUND	EQUITY FUND	GROWTH FUND
Investment Income:					
Interest	\$ 1,269,322	\$ 6,806	\$ 4,824	\$ 11,413	\$ 5,841
Dividends	15,909,378	1,884,726	--	7,125,891	3,027,766
Net appreciation (depreciation) in fair value of investments	69,713,169	57,766,603	3,059,117	3,188,664	4,793,384
	86,891,869	59,658,135	3,063,941	10,325,968	7,826,991
Contributions:					
Employees	23,920,188	8,076,194	3,695,839	3,328,208	3,940,355
Employer	8,207,682	8,207,682	--	--	--
	32,127,870	16,283,876	3,695,839	3,328,208	3,940,355
Net loans to participants	--	(1,885,565)	(763,288)	(600,403)	(343,577)
Interfund transfers	--	3,827,907	(2,222,865)	(1,262,083)	(190,296)
Plan merger	3,632,915	308,552	1,215,568	1,206,458	255,258
Rollovers	1,141,663	432,009	59,731	123,743	293,748
Distribution to participants	(17,596,070)	(6,661,704)	(4,952,204)	(2,088,025)	(1,534,479)
Increase in net assets available for plan benefits	106,198,247	71,963,210	96,722	11,033,866	10,248,000
Net assets available for plan benefits Beginning of period	293,899,296	129,249,419	51,539,958	40,259,806	30,386,972
End of period	\$ 400,097,543	\$ 201,212,629	\$ 51,636,680	\$ 51,293,672	\$ 40,634,972

	PARTICIPANT DIRECTED				
	BALANCED FUND	LOAN FUND	AIM CONSTELLATION FUND	TEMPLETON FUND	HORIZON SHORT FUND
Investment Income:					
Interest	\$ 3,843	\$ 1,239,362	\$ (2,011)	\$ (791)	\$ (85)
Dividends	2,929,403	--	522,289	419,303	--
Net appreciation (depreciation) in fair value of investments	265,308	--	203,024	(243,909)	101,666
	3,198,554	1,239,362	723,302	174,603	101,581
Contributions:					
Employees	1,696,590	--	1,272,523	626,221	189,561
Employer	--	--	--	--	--
	1,696,590	--	1,272,523	626,221	189,561
Net loans to participants	(223,779)	3,902,817	(43,333)	(15,399)	(5,679)
Interfund transfers	(29,161)	(1,246,286)	71,010	439,595	170,153
Plan merger	419,828	17,299	69,421	88,605	12,507
Rollovers	19,263	--	64,745	37,175	1,175
Distribution to participants	(675,177)	(1,072,623)	(213,403)	(94,523)	(167,806)
Increase in net assets available for plan benefits	4,406,118	2,840,569	1,944,265	1,256,277	301,492
Net assets available for plan benefits Beginning of period	16,001,229	15,097,469	5,487,065	2,264,275	643,234
End of period	\$ 20,407,347	\$ 17,938,038	\$ 7,431,330	\$ 3,520,552	\$ 944,726

## PARTICIPANT DIRECTED

HORIZON	
MEDIUM FUND	LONG FUND

Investment Income:		
Interest	\$ 86	\$ 34
Dividends	--	--
Net appreciation (depreciation) in fair value of investments	214,973	364,339
	-----	-----
	215,059	364,373
	-----	-----
Contributions:		
Employees	397,595	697,102
Employer	--	--
	-----	-----
	397,595	697,102
	-----	-----
Net loans to participants	898	(22,692)
Interfund transfers	317,101	124,925
Plan merger	13,619	25,800
Rollovers	13,522	96,552
Distribution to participants	(10,738)	(125,388)
	-----	-----
Increase in net assets available for plan benefits	947,056	1,160,672
Net assets available for plan benefits Beginning of period	1,231,571	1,738,298
	-----	-----
End of period	\$ 2,178,627	\$ 2,898,970
	=====	=====

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS.

## DOVER CORPORATION

 RETIREMENT SAVINGS PLAN  
 STATEMENT OF CHANGES IN NET ASSETS  
 AVAILABLE FOR PLAN BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 1996

## PARTICIPATED DIRECTED

	TOTAL	STOCK FUND	INCOME FUND	EQUITY FUND	GROWTH FUND
Investment Income:					
Interest	\$ 4,256,888	\$ 436,329	\$ 2,499,115	\$ 299,795	\$ 34,818
Dividends	7,219,046	1,611,025	--	2,663,250	1,162,526
Net appreciation (depreciation) in fair value of investments	43,130,295	33,669,224	448,496	3,762,841	4,348,791
	54,606,229	35,716,578	2,947,611	6,725,886	5,546,135
Contributions:					
Employees	18,648,382	6,310,018	3,685,258	3,017,199	3,185,475
Employer	6,624,464	6,624,464	--	--	--
	25,272,846	12,934,482	3,685,258	3,017,199	3,185,475
Net loans to participants	--	(1,648,271)	(1,225,141)	(742,695)	(440,209)
Interfund transfers	--	(5,311,626)	(948,170)	(3,719,182)	2,553,308
Plan merger	21,007,328	1,807,063	9,546,093	7,355,086	1,483,311
Rollovers	1,082,669	277,029	241,903	119,889	236,611
Distributions to participants	(17,659,927)	(5,787,028)	(5,792,481)	(2,237,764)	(1,262,719)
Increase in net assets available for plan benefits	84,309,145	37,988,227	8,455,073	10,518,419	11,301,912
Net assets available for plan benefits					
Beginning of period	209,590,151	91,261,192	43,084,885	29,741,387	19,085,060
End of period	\$ 293,899,296	\$ 129,249,419	\$ 51,539,958	\$ 40,259,806	\$ 30,386,972

## PARTICIPATED DIRECTED

	BALANCED FUND	LOAN FUND	AIM CONSTELLATION FUND	TEMPLETON FUND	HORIZON SHORT FUND
Investment Income:					
Interest	\$ 7,295	\$ 979,310	\$ 271	\$ (158)	\$ 31
Dividends	1,521,895	--	180,310	80,040	--
Net appreciation (depreciation) in fair value of investments	436,960	--	114,641	105,119	32,620
	1,966,150	979,310	295,222	185,001	32,651
Contributions:					
Employees	1,468,131	--	475,863	167,352	43,874
Employer	--	--	--	--	--
	1,468,131	--	475,863	167,352	43,874
Net loans to participants	(291,206)	4,424,559	(22,485)	(13,858)	1,318
Interfund transfers	(1,441,595)	(979,310)	4,721,447	1,953,324	598,534
Plan merger	603,887	66,377	61,934	80,636	--
Rollovers	83,846	--	58,154	31,460	1,837
Distributions to participants	(1,572,452)	(626,626)	(103,070)	(139,640)	(34,980)
Increase in net assets available for plan benefits	816,761	3,864,310	5,487,065	2,264,275	643,234
Net assets available for plan benefits					
Beginning of period	15,184,468	11,233,159	--	--	--
End of period	\$ 16,001,229	\$ 15,097,469	\$ 5,487,065	\$ 2,264,275	\$ 643,234

## PARTICIPATED DIRECTED

## HORIZON

MEDIUM FUND	LONG FUND
-------------	-----------



Investment Income:		
Interest	\$ (131)	\$ 213
Dividends	--	--
Net appreciation (depreciation) in fair value of investments	84,779	126,824
	-----	-----
	84,648	127,037
	-----	-----
Contributions:		
Employees	122,645	172,567
Employer	--	--
	-----	-----
	122,645	172,567
	-----	-----
Net loans to participants	(19,225)	(22,787)
Interfund transfers	1,139,235	1,434,035
Plan merger	1,868	1,073
Rollovers	5,416	26,524
Distributions to participants	(103,016)	(151)
	-----	-----
Increase in net assets available for plan benefits	1,231,571	1,738,298
	-----	-----
Net assets available for plan benefits Beginning of period	--	--
End of period	\$ 1,231,571	\$ 1,738,298
	=====	=====

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS.

Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying statements, prepared on the accrual basis of accounting, present the net assets available for Plan benefits and changes in net assets available for Plan benefits for the Dover Corporation Retirement Savings Plan (the "Plan"). On January 1, 1996, the plan changed its name from the "Dover Corporation Employee Savings and Investment Plan," to the "Dover Corporation Retirement Savings Plan."

(b) Management of Trust Funds

American Express Financial Advisors (the "Trustee") has been granted discretionary authority to purchase and sell securities.

The Trustee maintains investment funds as follows:

- The Dover Corporation Pooled Stock Account (Stock Fund) is authorized to invest in Dover Corporation common stock and money market funds.
- The American Express Trust Income Fund II (Income Fund) is authorized to invest primarily in insurance and bank investment contracts. About 90% of the investments are made in stable contracts; the remaining 10% are invested in high-quality money market securities.
- The IDS Stock Fund (Equity Fund) is authorized to invest mainly in U.S. common stocks and bonds. This is a medium risk fund with medium long-term return potential.
- The IDS Mutual Fund (Balanced Fund) is authorized to invest mainly in common and preferred stocks and bonds while it also makes investments in securities of foreign issuers, cash, short-term corporate notes and repurchase agreements, and stock index futures contracts and options.
- The IDS New Dimensions Fund (Growth Fund) is authorized to invest mainly in U.S. common stocks and may also invest in securities of foreign issuers, cash, short-term corporate notes and repurchase agreements, and stock index futures contracts and options. This fund has a higher long-term return potential.

On January 1, 1996 the number of investment funds was increased by 5 for a total of 10. The five new funds include:

- The Templeton Foreign Fund - Class 1 is authorized to invest primarily in stocks and debt obligations of companies and governments outside the United States with the objective of obtaining long-term capital growth.
- The Aim Constellation Fund is authorized to invest primarily in common stocks of medium-sized and smaller emerging growth companies with the objective of obtaining capital growth.
- The American Express Trust Long-Term Horizon Fund is authorized to invest in other collective investment funds to create a diversified portfolio with an aggressive risk profile appropriate for individuals with long-term time horizons.
- The American Express Trust Medium-Term Horizon Fund is authorized to invest in other collective investment funds to create a diversified portfolio with a moderately conservative risk profile appropriate for individuals with medium-term time horizons

- The American Express Trust Short-Term Horizon Fund is authorized to invest in other collective investment funds to create a diversified portfolio with a conservative risk profile appropriate for individuals with short-term time horizons.

The Plan Administrator may delegate the management of the Plan's assets to another investment manager if it deems it advisable in the future. Funds temporarily awaiting investment are placed in a short-term investment fund of the Trustee where they earn the prevailing market rate of interest.

(c) Investments

Investments in securities are carried by the Plan at fair values, which are determined by the Trustee, as follows:

- Common stock - quotations obtained from National Securities Exchanges; and fixed income and short-term securities (U.S. government obligations, commercial paper, corporate bonds) - stated at market values based upon market quotations obtained from published sources.
- Purchases and sales of investment securities are reflected on a trade-date basis. Gains and losses on sales of investment securities are determined on the average cost method.
- Dividend income is recorded on the ex-dividend date. Income from other investments is recorded as earned.

(d) Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates

(e) Risks and Uncertainties

The Plan provides for various investment options in any combination of stocks, bonds, mutual funds, and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is as least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for plan benefits and the statement of changes in net assets available for plan benefits.

(f) Other

The Plan presents in the Statement of Changes in Net Assets the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

(2) The Plan

The following description of the Plan provides only general information. The provisions of the Plan are governed in all respects by the detailed terms and conditions contained in the Plan itself.

The Plan is a defined contribution plan established to encourage and facilitate systematic retirement savings and investment by eligible employees of Dover Corporation ("Dover").

Participating units of Dover may participate in (i) the salary reduction and matching contribution portions of the Plan, (ii) the profit-sharing contribution portion of the Plan, or (iii) both. All employees of such participating units who have reached age 21 and completed one year of service are eligible to participate in the Plan. Salary reduction contributions to the Plan are voluntary. A participant may elect to exclude from 1% to 18% in whole percentages of his or her compensation (the "Deferred Amount") from current taxable income by contributing it to the Plan.

The amount contributed is subject to applicable Internal Revenue Code limits, and the percentage of compensation contributed by highly compensated employees may be further limited to enable the Plan to satisfy nondiscrimination requirements. In addition, the Internal Revenue Code limits to \$150,000 (as adjusted for cost-of-living increases) the amount of compensation that may be taken into account under the Plan. Each participating Dover unit (Employers) made contributions to the Plan on behalf of the Participants employed by it equal to a percentage of the first 6% of earnings included in the Deferred Amount (the "Employer Matching Contribution"). At the discretion of an Employer's Board of Directors, an additional year-end Employer Matching Contribution may be made to the Plan on behalf of Participants employed on the last day of the year. Basic and additional matching contributions are subject to an aggregate limit on such contributions of 200% of the first 6% of compensation included in the Deferred Amount. The minimum basic matching contribution is 10% of compensation included in the Deferred Amount. All employer-matching contributions are initially invested in the Stock Fund. Participants are fully vested with respect to amounts attributable to their salary reduction amounts and matching contributions.

An Employer may elect to make Profit Sharing Contributions for a plan year with respect to its employees who have satisfied the age and service requirements described above. Such contributions will be allocated in proportion to the compensation of participants who are employed by that employer and are employees on the last day of the plan year. A participant's Profit-Sharing account vests at the rate of 20% per year of service (except in the case of certain Employers, whose employees' Profit-Sharing Contribution accounts are immediately vested). A participant's Profit-Sharing account becomes fully vested after five years, upon the attainment of age 65 while an employee, in the event of his or her death or permanent disability while an employee, or in the event of a plan termination.

A participant's vested account balance in the Plan is distributable following the participant's retirement, death, or other termination of employment.

On October 1, 1995 the Plan was amended to allow for installment distribution payments in the case of fully vested participants who have attained age 55. The Plan does not permit withdrawals during a Participant's active career, other than certain required distributions payable to participants who have attained age 70-1/2.

A participant who has been active in the Plan for at least twelve months may request a loan from the Plan. Loan requests must be in increments of \$500. A maximum of three loans may be outstanding at any one time. The minimum a participant may borrow is \$1,000, and the maximum amount is determined by the balance in the participant's vested account as of the Valuation Date preceding the loan request in accordance with Department of Labor Regulations, as per the following schedule:

Vested Account Balance -----	Allowable Loan -----
less than or equal to \$100,000	up to 50% of Vested Account Balance
more than \$100,000	\$50,000

Loans are available for the acquisition of a home, home improvements, medical expenses, education expenses, or other purposes approved by the Plan Administrator.

Each Participant has the right to direct the entire amount of the Deferred Amount being allocated to his or her Savings Account during a Plan Year to be invested in one or more of the available Investment Funds in multiples of five percent. Each participant has the right at any time to move all or any portion of the amount in his or her account (including the amount attributable to Employer Matching Contributions) among the investment funds.

Each participant has the right to rollover into the plan distributions from other qualified plans or conduit IRA's.

(3) Federal Income Taxes

The Plan Administrator has received a tax qualification letter from the Internal Revenue Service, and believes that the Plan continues to qualify under the provisions of Section 401 in the Internal Revenue Code, and that its related trust is exempt from Federal income taxes.

(4) Administrative Expenses

Administrative expenses of the Plan have been paid by Dover Corporation, which currently waives its right to have the Plan pay its own expenses.

(5) Plan Termination

Although it has not expressed any intent to do so, Dover has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination, participants will become 100% vested in their accounts.

(6) Plan Merger and Spin-Off

On January 1, 1997 assets amounting to \$1,763,066 were merged into the Plan from the OPW Division Hourly Employees 401(k) Plan. OPW is a division of Dover Corporation. OPW hourly employees began participating in the plan on January 1, 1997.

On February 1, 1997 assets amounting to \$298,181 were merged into the Plan from the Trailmaster 401(k) Savings Plan. Trailmaster Corporation is a wholly owned subsidiary of Dover Corporation. Trailmaster employees began participating in the plan on January 1, 1997.

On April 1, 1997 assets amounting to \$483,108 were merged into the Plan from the Knappco Corporation Retirement Savings Plan. Knappco is a wholly owned subsidiary of Dover Corporation. Knappco employees began participating in the plan on March 1, 1997.

On December 1, 1996 assets amounting to \$1,138,834 were merged into the Plan from the Randell Manufacturing Salaried & Clerical Retirement Plan. Randell Manufacturing, Inc. is a wholly owned subsidiary of Dover Corporation. Randell employees began participating in the plan on December 1, 1996.

On July 1, 1996 assets amounting to \$309,669 were merged into the Plan from the PRC Corporation 401(k) Profit Sharing Plan. PRC Laser is a wholly owned subsidiary of Dover Corporation. PRC Laser employees began participating in the plan on July 1, 1996.

On July 1, 1996 assets amounting to \$3,295,014 were merged into the Plan from the Bernard Welding Retirement Profit Sharing Plan. Bernard International, Inc. is a wholly owned subsidiary of Dover Corporation. Bernard employees, already are participants in the plan, began making profit sharing contributions to the plan on July 1, 1996.

On June 1, 1996 assets amounting to \$334,820 were merged into the Plan from the Hasstech Inc. 401(k) Salary Savings Plan. Hasstech is a wholly owned subsidiary of Dover Corporation. Hasstech employees began participating in the plan on June 1, 1996.

On January 17, 1996, assets amounting to \$3,386,652 were merged into the Plan from the Phoenix Refrigeration Systems, Inc. Money Purchase Plan, the Phoenix Refrigeration Systems, Inc. Profit Sharing Plan, the Phoenix Refrigeration Systems, Inc. 401(k) Retirement Plan, Electrical Distribution Systems, Inc. 401(k) Plan and the Margaux, Inc. Retirement Savings and Profit Sharing Plan. respectively. Margaux and Electrical Distribution Systems Inc., a former subsidiary of Phoenix Refrigeration Systems, have merged into Dover's wholly owned subsidiary, Hill Phoenix, Inc. Hill Phoenix, Inc. employees began participating in the Plan on October 1, 1995.

On January 8, 1996 assets amounting to \$11,040,205 and 40,000 shares of Dover Stock in kind were merged into the Plan from the Chief Savings and Investment Plan. Chief Automotive Systems, Inc. is a wholly owned subsidiary of Dover Corporation. Chief employees began participating in the Plan January 1, 1996.

(7) Subsequent Events

On January 1, 1998 assets amounting to \$421,161 were merged into the Plan from the Randell Arizona Retirement Plan #1. Randell Arizona is a wholly owned subsidiary of Dover Corporation. Randell Arizona employees began participating in the Plan on January 1, 1998.

On February 1, 1998 assets amounting to \$10,891,978 were merged into the Plan from the Pathway Bellows, Inc Employee Savings Plan. Pathway Bellows is a wholly owned subsidiary of Dover Corporation. Pathway Bellows employees began participating in the Plan on February 1, 1998.

On May 7, 1998 Dover Corporation announced a plan to spin-off its worldwide elevator business to Dover Corporation's stockholders. The spin-off would result in the worldwide elevator business operating as a stand-alone publicly traded company. (Dover Elevator, Inc.) The spin-off is subject to the receipt of a ruling from the Internal Revenue Service that the transaction will be tax free to Dover Corporation's stockholders. Dover Elevator, Inc. employees had approximately \$78 million invested in the Plan at December 31, 1997. This represents approximately 19.5% of total plan assets. Dover Elevator, Inc. currently intends to establish a plan similar to if not exactly like the Dover Plan. Both companies are currently evaluating and developing a spin-off action plan. No formal action plan has been developed.

DOVER CORPORATION RETIREMENT SAVINGS PLAN  
 EIN: 53-0257888 PN: 030  
 SCHEDULE G

ITEM 27a - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES  
 AS OF DECEMBER 31, 1997

(a)	(b)	(c)
	Identity of issuer, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value
	Equity Funds:	
*	American Express Financial Advisors	Stock Fund, 5,497,601 shares
*	American Express Financial Advisors	Equity Fund, 4,835,687 shares
*	American Express Financial Advisors	Growth Fund, (New Dimensions) 1,703,545 shares
*	American Express Financial Advisors	Templeton Fund, 353,824 shares
*	American Express Financial Advisors	Aim Constellation, 282,224 shares
	Other Funds:	
*	American Express Financial Advisors	Balance Fund, (IDS Mutual Fund Y)1,490,123 shares
*	American Express Financial Advisors	Income Fund, 2,955,611 shares
*	American Express Financial Advisors	Long-Term Horizon, 159,582 shares
*	American Express Financial Advisors	Medium-Term Horizon, 132,158 shares
*	American Express Financial Advisors	Short-Term Horizon, 66,255 shares
	Loans:	
*	Plan Participant	Loan Fund, Interest rate varies from 6% to 8%

(a)	(b)	(d)	(e)
	Identity of issuer, borrower, lessor or similar party	Cost	Current value
	Equity Funds:		
*	American Express Financial Advisors	79,327,949	201,338,374
*	American Express Financial Advisors	48,942,456	51,409,627
*	American Express Financial Advisors	33,697,336	40,649,981
*	American Express Financial Advisors	3,701,822	3,520,552
*	American Express Financial Advisors	7,289,481	7,445,056
	Other Funds:		
*	American Express Financial Advisors	20,158,121	20,456,412
*	American Express Financial Advisors	47,601,308	51,409,898
*	American Express Financial Advisors	2,500,377	2,898,970
*	American Express Financial Advisors	1,905,468	2,178,627
*	American Express Financial Advisors	862,557	944,726
	Loans:		
*	Plan Participant	0	17,938,038

\* Denotes party-in-interest

DOVER CORPORATION RETIREMENT SAVINGS PLAN  
 EIN: 53-0257888 PN: 030  
 SCHEDULE G  
 ITEM 27d - SCHEDULE OF REPORTABLE TRANSACTIONS  
 FOR THE YEAR ENDED DECEMBER 31, 1997

(a) Identity of Party Involved	(b) Description	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expenses Incurred with Transaction
Reporting Criterion I: Single transaction in excess of five percent of the current value of the plan assets.					
NONE					
Reporting Criterion II: Series of transactions in other than securities in excess of five percent of current value of plan assets:					
Participant Loans	Loan Fund				
Reporting Criterion III: Series of transactions in securities in excess of five percent of current value of plan assets:					
Dover Corporation Stock Purchases, 60 transactions	Stock Fund*	21,774,219			
Sales, 36 transactions			6,556,327		
American Express Financial Advisors - Money Market Fund I Purchases, 198 transactions	Stock Fund*	39,516,201			
Sales, 146 transactions			38,775,542		
American Express Financial Advisors - New Dimensions Purchases, 246 transactions	Growth Fund	10,301,526			
Sales, 111 transactions			4,747,310		
American Express Financial Advisors - IDS Stock Fund Purchases, 231 transactions	Equity Fund	11,779,653			
Sales, 135 transactions			4,127,477		
American Express Financial Advisors - Income Fund II Purchases, 105 transactions	Income Fund	21,243,883			
Sales, 141 transactions			24,824,929		
TOTALS		104,615,482	79,031,585		

(a) Identity of Party Involved	(g) Cost of Asset	(h) Current Value	(i) Net Gain Loss
Reporting Criterion I: Single transaction in excess of five percent of the current value of the plan assets			
NONE			
Reporting Criterion II: Series of transactions in other than securities in excess of five percent of current value of plan assets:			
Participant Loans	16,964,575	16,964,575	0
Reporting Criterion III: Series of transactions in securities in excess of five percent of current value of plan assets:			
Dover Corporation Stock Purchases, 60 transactions			
Sales, 36 transactions			934,268
American Express Financial Advisors - Money Market Fund I Purchases, 198 transactions			
Sales, 146 transactions			0
American Express Financial Advisors - New Dimensions Purchases, 246 transactions			
Sales, 111 transactions			517,897
American Express Financial Advisors - IDS Stock Fund Purchases, 231 transactions			
Sales, 135 transactions			389,563
American Express Financial Advisors - Income Fund II Purchases, 105 transactions			
Sales, 141 transactions			698,217
TOTALS			2,539,945

\* Note the Stock Fund is comprised of the Money Market Fund and Dover Corporation Stock



Reporting Criterion IV:

Single transactions with one broker that exceeds five percent of current value of plan assets:

NONE

## SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this annual report to be signed by the undersigned hereunto duly authorized.

DOVER CORPORATION  
RETIREMENT SAVINGS PLAN

Dated: Sept 15, 1998

By: /s/ Robert G. Kuhbach

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Robert G. Kuhbach, Vice President  
and Secretary  
and Member Pension Committee  
(Plan Administrator)