# SEC Form 4

## FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*] | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **MCKAY RAYMOND T** | **DOVER Corp** [ DOV ] | |

**MCKAY RAYMOND T**

(Last)     (First)     (Middle)

**C/O DOVER CORPORATION**

**3005 HIGHLAND PARKWAY**

(Street)

**DOWNERS GROVE**  **IL**  **60515**

(City)     (State)     (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

**DOVER Corp** [ DOV ]

3. Date of Earliest Transaction (Month/Day/Year)

04/21/2014

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

| | | |
|---|---|---|
| | Director | 10% Owner |
| X | Officer (give title below) | Other (specify below) |

Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)

X   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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 04/21/2014 | | M | | 23,286 | A | $37.79 | 39,179 | D | |
| Common Stock | 04/21/2014 | | M | | 26,350 | A | $37.28 | 65,529 | D | |
| Common Stock | 04/21/2014 | | D | | 10,305 | D | $85.4 | 55,224 | D | |
| Common Stock | 04/21/2014 | | D | | 11,503 | D | $85.4 | 43,721 | D | |
| Common Stock | 04/21/2014 | | F | | 6,095 | D | $85.4 | 37,626 | D | |
| Common Stock | 04/21/2014 | | F | | 6,971 | D | $85.4 | 30,655 | D | |
| Common Stock | | | | | | | | 8,290 | I | By 401(k) Plan |

## 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) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Appreciation Right | $37.79[1] | 04/21/2014 | | M | | | 23,286[1] | 02/11/2013 | 02/11/2020 | Common Stock | 23,286 | $0 | 0 | D | |
| Stock Appreciation Right | $37.28[1] | 04/21/2014 | | M | | | 26,350[1] | 02/14/2011 | 02/14/2018 | Common Stock | 26,350 | $0 | 0 | D | |

**Explanation of Responses:**

1. The Reporting Person's outstanding Issuer equity awards, including the SSARs the exercise of which is being reported on this Form 4, have been adjusted in connection with the separation of Knowles Corporation from the Issuer that was effected on February 28, 2014, to preserve the value of the Issuer securities as contemplated in the Employee Matters Agreement that was entered into by the Issuer and Knowles Corporation on that date.

**Remarks:**

/s/ Raymond T. McKay        04/23/2014

** 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.**