
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 21, 2005

DOVER CORPORATION

(Exact Name of Registrant as Specified in Charter)

STATE OF DELAWARE
(State or Other Jurisdiction
of Incorporation)

1-4018
(Commission File Number)

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

280 Park Avenue, New York, NY
(Address of Principal Executive Offices)

10017
(Zip Code)

(212) 922-1640
(Registrant's telephone number, including area code)

(Former Name or Former address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On August 21, 2005, Dover Corporation, through its subsidiary, Dover Electronics, Inc., entered into a definitive agreement with Key Acquisition L.L.C. to purchase all the outstanding shares of Knowles Electronics Holding Inc. for \$750 million in cash. Under the terms of the agreement, all outstanding debt of the acquired company will be satisfied out of the cash proceeds being paid. Completion of the transaction is subject to regulatory approval.

Item 7.01 Regulation FD Disclosure.

The information in this Item 7.01, including the exhibit referred to herein, is being furnished to the Securities and Exchange Commission (the "SEC") and shall not be deemed to be incorporated by reference into any of Dover Corporation's filings with the SEC under the Securities Act of 1933.

On August 22, 2005, Dover Corporation issued a press release announcing its agreement to purchase all the outstanding shares of Knowles Electronics Holdings Inc. The press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable
 - (b) Not applicable
 - (c) Exhibits:
 - (99.1) Press release of Dover Corporation, dated August 22, 2005
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 23, 2005

DOVER CORPORATION
(Registrant)

By: /s/ Robert G. Kuhbach
Robert G. Kuhbach
Vice President, Finance, Chief Financial Officer & Treasurer

EXHIBIT INDEX

<u>Number</u>	<u>Exhibit</u>
99.1	Press release of Dover Corporation, dated August 22, 2005



CONTACT:

Robert G. Kuhbach
Vice President, Finance
(212) 922-1640

READ IT ON THE WEB

<http://www.dovercorporation.com>

August 22, 2005

**DOVER CORPORATION AGREES TO ACQUIRE KNOWLES ELECTRONICS
FOR \$750 MILLION**

NEW YORK, New York, August 22, 2005 – Dover Corporation (NYSE:DOV) announced today that its Dover Electronics subsidiary has signed a definitive agreement to acquire Knowles Electronics for \$750 million. Knowles will join the Components Group of companies within Dover Electronics.

Knowles, headquartered in Itasca, Illinois, with significant manufacturing operations in Asia, is the leading manufacturer of technologically advanced micro-acoustic component products. It is the world's largest producer of high performance transducers for hearing aids. Knowles is also the leading manufacturer of MEMS ("micro electro mechanical systems") microphones, which provide significant advantages over existing technology, with current applications in the high end cell phone market. Sales of these products are expected to drive considerable growth in the next several years in a variety of applications.

Knowles anticipates sales of approximately \$210 million in 2005, and, given the effect of normal purchase accounting, during the first quarter of ownership, its results will have a negative impact on Dover's earnings per share ("EPS") in 2005 of 3-5 cents. Knowles is expected to be accretive to Dover's earnings in 2006 in the range of 8-12 cents EPS, based on anticipated increases in sales and margins in 2006, after giving effect to the imputed interest cost related to the acquisition purchase price. The transaction is subject to customary regulatory approvals, and is expected to close in September 2005.

Ronald L. Hoffman, President and Chief Executive Officer of Dover, commented: "We are excited to have the opportunity to acquire Knowles, the market leader in transducer-based components for hearing aids. Knowles is an outstanding company with strong brand recognition and significant growth potential. With most of Knowles' sales in the hearing aid industry, this acquisition, combined with the recent purchase of Colder Products, significantly advances Dover's position in the medical and life sciences components markets. Knowles has a strong management team with significant R&D resources and an impressive track record of developing new, patented products and identifying new niche markets – all key elements of future growth."

Bob Livingston, President of Dover Electronics, commented: "Knowles is the clear leader in micro-acoustic technology applications related to the hearing aid industry. We believe Knowles management will continue to find new opportunities to leverage its technology into other market applications, further strengthening and diversifying the product offerings of our Component Company group. Knowles has a very capable management team and a culture of innovation. Its strong presence in the hearing aid industry, as well as its new MEMS technology, offers excellent opportunities for continued growth."

John Zei, President of Knowles Electronics, said: "The management team of Knowles looks forward to becoming part of the Dover family of companies and believes that joining Dover will allow Knowles to continue to develop innovative products, to better serve our customers and to expand our marketplace."

Statements in this release may be “forward-looking”, which involve risks and uncertainties. These include economic and currency conditions, market demand, pricing, and competitive and technological factors, among others, as set forth more fully in the Company’s SEC filings.

For further information on Knowles Electronics, including applications, markets and products, visit their website at www.knowles.com Dover is a diversified industrial manufacturer with \$6 billion in annualized revenues from operating companies that manufacture specialized industrial products and equipment. Visit www.dovercorporation.com for further information.