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* **GRAHAM KRISTIANE C**	2. Issuer Name **and** Ticker or Trading Symbol **DOVER CORP** [DOV]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last) (First) (Middle) **DOVER CORPORATION** **280 PARK AVENUE, 34W**	3. Date of Earliest Transaction (Month/Day/Year) 11/16/2009	X Director 10% Owner
		Officer (give title below) Other (specify below)

(Street) **NEW YORK NY 10017**	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		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	11/16/2009		A		1,959	A	$42.87	406,684	D	
Common Stock	11/16/2009		F[1]		1,959	D	$42.87	404,725	D	
Common Stock								33,292	I	By trust[2][3]
Common Stock								2,460	I	By children
Common Stock								5,000	I	By trust[2][3]
Common Stock								29,416	I	By trust[2][3]
Common Stock								43,266	I	By trust[2][4]

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				

Explanation of Responses:

1. Shares withheld at the Reporting Person's request for tax payments, including payment of withholding taxes incident to the receipt of a stock grant under the 1996 Non-Employee Directors' Stock Compensation Plan.

2. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein, if any, 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 her pecuniary interest therein) for the purposes of Section 16 or for any other purpose.

3. Represents shares held by a trust of which the Reporting Person is a trustee.

4. Represents shares held by a trust of which the Reporting Person is beneficiary.

Remarks:

/s/ Kristiane C. Graham by Ivonne M. Cabrera, Attorney in fact   11/18/2009
** Signature of Reporting Person   Date