

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

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

For six months ended June 30, 1995

Commission File No. 1-4018

DOVER CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

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

280 Park Avenue, New York, NY
(Address of principal executive offices)

10017
(Zip Code)

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

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes X No
--- ---

The number of shares outstanding of the Registrant's common stock as of the close of the period covered by this report was 56,702,974.

Part. I. FINANCIAL INFORMATION

Item 1. Financial Statements

DOVER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF EARNINGS
Three Months Ended June 30, 1995 and 1994
(000 omitted)

	1995	1994
	-----	-----
Net sales	\$948,164	\$761,225
Cost of sales	645,128	523,329
	-----	-----
Gross profit	303,036	237,896
Selling & administrative expenses	180,080	151,009
	-----	-----
Operating profit	122,956	86,887
	-----	-----
Other deductions (income):		
Interest expense	8,688	8,538
Interest income	(3,853)	(3,068)
Foreign exchange	(477)	308
All other, net	(2,251)	(341)
	-----	-----
Total	2,107	5,437
	-----	-----
Earnings before taxes on income	120,849	81,450
Federal & other taxes on income	41,957	29,010
	-----	-----
Net earnings	\$ 78,892	\$ 52,440
	=====	=====

Weighted average number of common shares outstanding during the period	56,688 =====	57,195 =====
Net earnings per common share	\$ 1.39 =====	\$ 0.92 =====

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DOVER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF EARNINGS
Six Months Ended June 30, 1995 and 1994
(000 omitted)

	1995 -----	1994 -----
Net sales	\$1,802,293	\$1,441,952
Cost of sales	1,229,221	993,124
	-----	-----
Gross profit	573,072	448,828
Selling & administrative expenses	356,082	293,500
	-----	-----
Operating profit	216,990	155,328
	-----	-----
Other deductions (income):		
Interest expense	17,542	15,118
Interest income	(10,069)	(9,693)
Foreign exchange	(81)	281
All other, net	(3,270)	181
	-----	-----
Total	4,122	5,887
	-----	-----
Earnings before taxes on income	212,868	149,441
Federal & other taxes on income	74,177	54,428
	-----	-----
Net earnings	\$ 138,691	\$ 95,013
	=====	=====
Weighted average number of common shares outstanding during the period	56,688 =====	57,195 =====
Net earnings per common share	\$ 2.45 =====	\$ 1.66 =====

CONSOLIDATED STATEMENT OF RETAINED EARNINGS
Six Months Ended June 30, 1995 and 1994
(000 omitted)

	1995 -----	1994 -----
Retained earnings at January 1	\$1,268,115	\$1,121,817
Net earnings	138,691	95,013
	-----	-----
	1,406,806	1,216,830
Deduct:		
Common stock cash dividends		
\$0.52 per share (\$0.46 in 1994)	29,482	26,314
Treasury stock retired	273,902	--
	-----	-----
Retained earnings at end of period	\$1,103,422	\$1,190,516
	=====	=====

DOVER CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(000 omitted)

	June 30, 1995	December 31, 1994
	-----	-----
Assets:		
Current assets:		
Cash & cash equivalents	\$ 80,643	\$ 90,304
Marketable securities	63,680	54,583
Receivables, net of allowance for doubtful accounts	664,295	576,628
Inventories at cost (determined principally on the last-in, first-out basis, which is less than market value)	424,857	364,604
Prepaid expenses	50,134	47,020
	-----	-----
Total current assets	1,283,609	1,133,139
	-----	-----
Property, plant & equipment (at cost)	881,395	812,175
Accumulated depreciation	(504,383)	(469,490)
	-----	-----
Net property, plant & equipment	377,012	342,685
	-----	-----
Intangible assets, net of amortization	597,470	564,420
Other intangible assets	10,258	10,258
Deferred charges & other assets	55,676	20,135
	-----	-----
	\$2,324,025	\$2,070,637
	=====	=====
Liabilities:		
Current liabilities:		
Notes payable	\$ 329,003	\$ 263,605
Current maturities of long-term debt	298	455
Accounts payable	160,842	155,186
Accrued compensation & employee benefits	88,382	88,235
Accrued insurance	104,185	98,712
Other accrued expenses	184,145	147,585
Income taxes	29,893	18,445
	-----	-----
Total current liabilities	896,748	772,223
Long-term debt	256,103	253,587
Deferred taxes	1,859	2,545
Deferred compensation	50,355	46,423
Stockholders' equity:		
Preferred stock	--	--
Common stock	58,104	66,441
Additional paid-in surplus	412	17,676
Cumulative translation adjustments	6,509	(8,206)
Unrealized holding gains (losses)	888	(550)
Retained earnings	1,103,422	1,268,114
	-----	-----
Subtotal	1,169,335	1,343,475
Less: treasury stock	50,375	347,616
	-----	-----
	1,118,960	995,859
	-----	-----
	\$2,324,025	\$2,070,637
	=====	=====

DOVER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS
Six Months Ended June 30, 1995 and 1994
(000 omitted)

	1995	1994
	-----	-----
Cash flows from operating activities:		
Net income	\$ 138,691	\$ 95,013
	-----	-----
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	32,674	27,033
Amortization	17,002	17,924
Net increase (decrease) in deferred taxes	(2,871)	(2,620)
Net increase (decrease) in LIFO reserves	2,334	188
Increase (decrease) in deferred compensation	2,362	4,359
Other, net	5,237	2,744

Changes in assets & liabilities (excluding acquisitions):		
Decrease (increase) in accounts receivable	(77,833)	(24,499)
Decrease (increase) in inventories, excluding LIFO reserve	(45,418)	(37,846)
Decrease (increase) in prepaid expenses	(2,438)	(3,464)
Increase (decrease) in accounts payable	2,321	13,418
Increase (decrease) in accrued expenses	26,458	35,831
Increase (decrease) in federal & other taxes on income	11,010	5,239
	-----	-----
Total adjustments	(29,162)	38,307
	-----	-----
Net cash provided by operating activities	109,529	133,320
	-----	-----
Cash flows from (used in) investing activities:		
Net sale (purchase) of marketable securities	(9,097)	(19,485)
Additions to property, plant & equipment	(47,062)	(34,221)
Acquisitions, net of cash & cash equivalents	(98,692)	(149,781)
Proceeds from sale of business	5,000	--
Purchase of treasury stock	(9,285)	(105)
	-----	-----
Net cash from (used in) investing activities	(159,136)	(203,592)
	-----	-----
Cash flows from (used in) financing activities:		
Increase (decrease) in notes payable	69,171	109,277
Reduction of long-term debt	(1,142)	6,640
Proceeds from exercise of stock options	1,400	1,131
Cash dividends to stockholders	(29,482)	(26,314)
	-----	-----
Net cash from (used in) financing activities	39,947	90,734
	-----	-----
Net increase (decrease) in cash & cash equivalents	(9,660)	20,462
Cash & cash equivalents at beginning of period	90,303	63,685
	-----	-----
Cash & cash equivalents at end of period	\$ 80,643	\$ 84,147
	=====	=====

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DOVER CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 1995

NOTE A - Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and therefore do not include all information and footnotes necessary for a fair presentation of financial position, results of operations, and changes in financial position in conformity with generally accepted accounting principles. In the opinion of the Company, all adjustments, consisting only of normal recurring items necessary for a fair presentation of the operating results have been made. The results of operations of any interim period are subject to year-end audit and adjustments, and are not necessarily indicative of the results of operations for the fiscal year.

NOTE B - Inventory

Inventories, by components, are summarized as follows:

	JUNE 30 1995	DECEMBER 31, 1994

Raw materials	\$131,141	\$116,829
Work in progress	163,926	167,251
Finished goods	173,292	121,828

Total	468,359	405,908
Less LIFO reserve	43,502	41,304

Net amount per balance sheet	\$424,857	\$364,604
	=====	

NOTE C - Additional Information

For a more adequate understanding of the Company's financial position, operating results, business properties and other matters, reference is made to the Company's annual form 10-K which was filed with the Securities and Exchange Commission in March 1995.

Item 2. Management's Discussion and Analysis of Financial Condition and

Results of Operations

(1) MATERIAL CHANGES IN CONSOLIDATED FINANCIAL CONDITION:

The Company's liquidity increased during the first half of 1995 as compared to the position at December 31, 1994.

Working capital increased from \$360.9 million at the end of last year to \$386.9 million at June 30, 1995. The \$26.2 million increase represents positive cash flow over and above the \$98.7 million paid for acquisitions during this six month period.

At June 30, 1995, net debt (defined as long-term debt plus current maturities on long-term debt plus notes payable less cash and equivalents and marketable securities) of \$441 million representing 28% of total capital.

During the second quarter Dover invested \$83 million buying 3 companies--Hasstech (now part of OPW Fueling Components in Dover Resources), Mark Andy (a stand alone company within Dover Diversified), and the Frequency Control Products division of AT&T, which is being combined with the Vectron company in Dover Technologies. This brings Dover's 1995 acquisition investment to \$99 million with further investment, possibly of greater magnitude, anticipated during the balance of the year. Dover repurchased no common stock during the second quarter.

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(2) MATERIAL CHANGES IN RESULTS OF OPERATIONS:

The Company earned \$1.39 per share in its second quarter ended June 30, an increase of 51% from last year. Sales of \$948 million were 25% ahead of last year. Both sales and earnings established new quarterly records.

Profit improved at each of Dover's five Independent Subsidiaries by amounts ranging from 9% at Dover Resources to 111% at Dover Technologies. These strong results brought first half EPS to \$2.45, up 48% from the previous year.

DOVER RESOURCES

Profits at Dover Resources advanced 9% compared to prior year following a 27% growth in the first quarter. Sales exceeded prior year by 13% but were flat with the first quarter of this year while profits dipped slightly. De-Sta-Co, OPW Fueling Component, Blackmer, and Midland continued as the largest profit producers, but both OPW and Blackmer trailed prior year as demand for gasoline vapor recovery products has weakened. De-Sta-Co weathered declining volume for the overall auto industry with participation in new programs and market share gains, but also saw its rate of profit growth slow. The three oil field production companies were strongly ahead of a poor profit result in last year's second quarter but were below 1995 first quarter sales and earnings levels. Overall, 11 of Resources' 16 separate companies had earnings gains in the quarter and the same number are ahead for 6 months.

DOVER INDUSTRIES

Dover Industries profits rose 42% in the second quarter setting a new record for this subsidiary. Nine of twelve individual operating companies achieved earnings gains led by Heil, Marathon, Texas Hydraulics, and Davenport. The sale by Groen of its AMW product line generated an unusual gain of \$1.9 million which was more than offset by a charge taken to settle an environmental claim. Continued expansion of margins (profits improved 42% on a 16% sales gain) represents the combined effect of volume gains and efficient internal operations. Overall, salaried employment is up less than 5% from one year ago. Although Industries' sales and earnings grew compared to the first quarter of this year, the seasonal increase was less than normal, which Dover views as evidence of the delayed impact (on Dover's business) of the U.S. economic slowdown. Second quarter bookings were 20% lower than in the first quarter with virtually all of the drop in Heil's aluminum tank trailer business. Fortunately, backlog for this product line will support a high level of operations for the remainder of the year.

DOVER TECHNOLOGIES

Dover Technologies' profits more than doubled, driven by the exceptional sales and earnings performance of Universal Instruments which

provided all of Technologies' net gain. Declines at three other companies, principally DEK, were balanced by increases at TNI, Quandrant, and Soltec. The Vectron operation of Quandrant purchased the FCP group from AT&T creating a \$100 million sales volume leadership position in frequency generation for communications devices, with technology covering crystal oscillators, TCXO's, SAW and ASIC based designs, that will be called Vectron Technologies.

Universal was successful in expanding production during the second quarter as shipments rose over 30% from the first quarter. This led to higher margins and better customer service. Bookings were 39% higher than last year's second quarter but dropped 8% from the record-breaking first quarter of this year. The resulting book-to-bill of .88 in the second quarter, reduced Universal's backlog by \$20 million during the quarter to a level that is still 32% ahead of last year. Universal's GSM-1 machine continues to be well received with important new customers added during the quarter.

DOVER DIVERSIFIED

Profit at Dover Diversified rose 21% from last year's second quarter and expanded about 30% from this year's first quarter. Belvac (higher shipments due to capacity expansion) and Tranter (full quarter's impact of acquisitions made last year) both had sales and earnings gains of more than 40%.

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Profit remained depressed at A-C Compressor due to low shipments, but a 2 to 1 book-to-bill in the second quarter following a 2.1 to 1 in the first quarter has raised A-C's backlog by 78% from this time last year and to a level more than 3 times first half shipments. Better profits are expected in the second half. Belvac's orders continued to outpace shipments with a second quarter book-to-bill of 1.46 that raised backlog to more than 4 times first half shipments. Belvac again expanded capacity during the quarter. Dover Diversified purchased Mark Andy (St. Louis), the leading maker of flexographic printing machines which are primarily used for printing of self-adhesive labels. Their customer base consists of approximately 3,000 printing companies worldwide. The acquisition added to Diversified's pretax earnings in the second quarter due to a strong month for operating profit but was essentially neutral to Dover after tax and interest expense. Mark Andy's second half may be slightly dilutive to Dover's EPS. Dover Diversified's prospects for the second half of the year are excellent. Overall, backlog is 29% higher than at the start of the year which should lead to further profit increases.

DOVER ELEVATOR

Dover Elevator International recovered from an unusually low first quarter earnings performance with a doubling of profit to a level 31% ahead of last year's second quarter. For the first half of the year, profits trailed 1994 by 6% on a 2% sales gain. A catch-up of factory shipments at Dover Elevator Systems, improved construction margins, and a turnaround of General Elevator's 1994 loss were the key factors in the improved earnings. New elevator bookings in the second quarter were 12% ahead of last year which put the June 30 backlog equal to prior year and up 2% since the start of 1995. The North American and UK markets remain depressed and highly price competitive. Second quarter profit includes some catch-up from the first quarter and probably will not be matched in either of the two remaining quarters of 1995, both of which should, however, exceed the prior year.

OUTLOOK

Dover expects second quarter earnings to be the strongest of the current year. Second half earnings will exceed prior year but will be at a lower rate than the second quarter due to normal seasonality, the expected impact of the economic slowdown now rolling through the U.S. economy, the \$20 million reduction in backlog at Universal, and the near term dilutive effect of acquisitions completed in the second quarter or which may be made during the rest of 1995. Assuming that the "soft landing" projections for the U.S. economy are correct, Dover expects continued earnings growth in 1996.

PART II. OTHER INFORMATION

Item 4. Submission of Matters to Vote of Security Holders

The Annual Meeting of Stockholders was held in Wilmington, Delaware on April 25, 1995. Stockholders representing 45,520,561 shares of common stock, or

approximately 80% of the outstanding stock, were present in person or by proxy.

All of the nominees for director, namely David H. Benson, Magalen O. Bryant, Jean-Pierre M. Ergas, Roderick J. Fleming, John J. Fort, James J. Koley, Anthony J. Ormsby, Thomas L. Reece, Gary L. Roubos, David G. Thomas and Jerry W. Yochum, were elected directors for a one year term, each receiving at least 45,411,918 votes.

In addition, two other proposals were presented for stockholder approval. Management's proposal that stockholders ratify and approve the 1995 Incentive Stock Option Plan and 1995 Cash Performance Program was approved as follows:

For ---	Against -----	Withheld -----
32,886,164	10,143,003	449,298

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Management's proposal that stockholders ratify and approve an amendment to the 1984 Incentive Stock Option Plan to allow for possible loans under that Plan was approved as follows:

For ---	Against -----	Withheld -----
29,213,020	13,742,967	524,484

Item 6. Exhibits and Reports on Form 8-K

No report on Form 8-K was filed during the quarter for which this report is filed.

Signatures

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

DOVER CORPORATION

Date: 7/21/95 -----	/s/ John F. McNiff ----- John F. McNiff, Vice President and Treasurer
Date: 7/21/95 -----	/s/ Alfred Suesser ----- Alfred Suesser, Controller and Assistant Treasurer

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EXHIBIT INDEX -----

Exhibit No. - -----	Description -----
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