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UNITED STATES
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): January 28, 2009**

# DOVER CORPORATION

(Exact Name of Registrant as Specified in Charter)

| **Delaware** | **1-4018** | **53-0257888** |
|---|---|---|
| (State or other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

**280 Park Avenue**
**New York, NY 10017**
(Address of Principal Executive Offices)

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

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 (see General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.02 Results of Operations and Financial Condition.**

On January 28, 2009, Dover Corporation (i) issued the press release attached hereto as Exhibit 99.1 announcing its results of operations for the quarter and full year ended December 31, 2008; and (ii) posted on its website at http://www.dovercorporation.com the investor supplement attached hereto as Exhibit 99.2 and the earnings webcast presentation materials attached hereto as Exhibit 99.3 for the quarter and full year ended December 31, 2008.

The information in this Current Report on Form 8-K, including exhibits, 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's filings with the SEC under the Securities Act of 1933.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial statements of businesses acquired.
Not applicable.

(b) Pro forma financial information.
Not applicable.

(c) Shell company transactions.
Not applicable.

(d) Exhibits.
The following exhibit is furnished as part of this report:

99.1 Press Release of Dover Corporation, dated January 28, 2009.

99.2 Investor Supplement Posted on Dover Corporation's Website at http://dovercorporation.com.

99.3 Earnings Webcast Presentation Materials Posted on Dover Corporation's website at http://dovercorporation.com.

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## SIGNATURES

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

Date: January 28, 2009

**DOVER CORPORATION**
(Registrant)

By: /s/ Joseph W. Schmidt
Joseph W. Schmidt
Vice President, General Counsel & Secretary

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## EXHIBIT INDEX

| Number | Exhibit |
|---|---|
| 99.1 | Press Release of Dover Corporation, dated January 28, 2009 |
| 99.2 | Investor Supplement Posted on Dover Corporation’s Website at http://dovercorporation.com |
| 99.3 | Earnings Webcast Presentation Materials Posted on Dover Corporation’s website at http://dovercorporation.com |

**Exhibit 99.1**

**CONTACT:**
Paul Goldberg
Treasurer & Director of Investor Relations
(212) 922-1640

**READ IT ON THE WEB**
www.dovercorporation.com

**January 28, 2009**

**DOVER REPORTS FOURTH QUARTER AND FULL YEAR 2008 RESULTS**

New York, New York, January 28, 2009 — Dover Corporation (NYSE: DOV) announced today that for the fourth quarter ended December 31, 2008, it had earnings from continuing operations of $169.6 million or $0.91 diluted earnings per share ("EPS"), compared to $175.1 million or $0.89 EPS from continuing operations in the prior-year period. Revenue from continuing operations for the fourth quarter of 2008 was $1.73 billion, a decrease of 8% over the prior year period. Net acquisition growth of 1% was offset by a 6% decline in organic revenue and a 3% negative impact of foreign exchange.

Earnings from continuing operations for the twelve months ended December 31, 2008 were $694.8 million or $3.67 EPS, compared to $669.8 million or $3.30 EPS in the prior year period, representing increases of 4% and 11%, respectively. Revenue from continuing operations for the twelve month period ended December 31, 2008 was $7.57 billion, up 3% over the prior year period due to organic growth of 1%, net acquisition growth of 1% and the favorable impact of foreign exchange of 1%.

Commenting on the fourth quarter results, Dover's President and Chief Executive Officer, Robert A. Livingston, said, "Our fourth quarter earnings represent a strong finish to our record 2008 performance, despite a weaker global economy. We had improved operating margins in the quarter of 15.3%, up 70 basis points over the prior year period. In addition, we delivered free cash flow of $228 million representing 13.2% of revenue, while our full-year free cash flow was $835 million, or 11.0% of revenue. We achieved an impressive 120% cash conversion rate and we will continue to put great emphasis on cash flow through such programs as *PERFORMANCE**COUNTS***, synergy capture and global procurement. We are proud that Dover achieved full-year records in revenue, earnings, EPS and free cash flow.

"Our Energy platform continued its robust performance which helped offset diminished demand in the majority of our other end markets. In spite of the weakening business climate, we were able to finish strongly because of the aggressive actions our operating companies have taken during the year. Those actions included synergy capture, pricing initiatives and significant restructuring programs. For the full year, we reduced our worldwide headcount by 2,000, nearly 6% of our global workforce, and absorbed $27 million in one-time restructuring costs, which yielded $35 million of cost savings in 2008 and should yield an additional $50 million of benefit in 2009. Further actions have already been taken in the first quarter and we are fully prepared to take additional steps to address any further deterioration in end market conditions.

"In 2008 we remained committed to our disciplined capital allocation strategy. We focused on synergistic add-on acquisitions, share repurchases, and selective investments in our businesses. We also increased our annual dividend for the 54th consecutive year. The result of this financial discipline is a strong balance sheet that will enable us to weather the current economic storm and provide a competitive advantage as we seek to grow our business and improve our EPS over the long term.

"Looking forward to 2009, we see the continuation of a weak and uncertain global business environment. With few exceptions, demand levels are down across all of our end markets. Though this downturn will have an adverse impact on revenue, we are very focused on protecting margin. The structural changes we've made to our businesses over the last few years, becoming less dependent on capital goods markets and having greater recurring revenue, together with improved working capital management and strong pricing discipline, will serve us well during this downturn."

Net earnings for the fourth quarter of 2008 were $120.7 million or $0.65 EPS, including a loss from discontinued operations of $48.9 million or $0.26 EPS, compared to net earnings of $185.4 million or $0.94 EPS for the same period of 2007, which included income from discontinued operations of $10.2 million or $0.05 EPS. Net earnings for the twelve months ended December 31, 2008 were $590.8 million or $3.12 EPS, which included a loss from discontinued operations of $103.9 million or $0.55 EPS, compared to net earnings of $661.1 million or $3.26 EPS for the same period of 2007, including a loss from discontinued operations of $8.7 million or $0.04 EPS. The fourth quarter and full year losses from discontinued operations largely reflect a loss provision for a business expected to be sold in 2009, as well as tax expenses and tax accruals related to ongoing Federal tax settlements and state tax assessments.

Dover will host a webcast of its fourth quarter 2008 conference call at 8:00 A.M. Eastern Time on Wednesday, January 28, 2009. The webcast can be accessed at the Dover Corporation website at www.dovercorporation.com. The conference call will also be made available for replay on the website and additional information on Dover's fourth quarter 2008 results and its operating companies can also be found on the Company website, including an investor supplement containing a reconciliation of free cash flow and other non-GAAP measures to the most directly comparable GAAP measures.

Dover Corporation, with over $7.5 billion in annual revenue, is a global portfolio of manufacturing companies providing innovative components and equipment, specialty systems and support services for a variety of applications in the industrial products, engineered systems, fluid management and electronic technologies markets. For more information, please visit www.dovercorporation.com.

This press release and other information that Dover Corporation makes available to the public, orally and in writing, contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements relate to future events and results, projections and plans, and may be indicated by words like "anticipates," "expects," "believes," "indicates," "suggests," "will," "plans," "projected" "should," and other similar words. All such forward-looking statements involve inherent risks and uncertainties that could cause actual results to differ from current expectations, including, but not limited to, current economic conditions and uncertainties in the credit and capital markets; our ability to achieve expected savings from integration, synergy and other cost-control initiatives; our ability to identify and successfully consummate value-adding acquisition opportunities; increased competition and pricing pressures in the markets served by Dover's operating companies; the ability of our companies to expand into new geographic markets and to anticipate and meet customer demands for new products and product enhancements; increases in the cost of raw materials; changes in customer demand; political events that could impact the worldwide economy; the impact of natural disasters and their effect on global energy markets; and other risks. Dover Corporation refers you to the documents that it files from time to time with the Securities and Exchange Commission, such as its reports on Form 10-K, Form 10-Q and Form 8-K, for a discussion of these and other risks and uncertainties that could cause its actual results to differ materially from its current expectations and from the forward-looking statements contained in this press release. Dover Corporation undertakes no obligation to update any forward-looking statement.

EXHIBIT 99.2

DOVER CORPORATION

## INVESTOR SUPPLEMENT

## FOURTH QUARTER AND FULL YEAR 2008

### Share Repurchase Program

During the twelve months ended December 31, 2008, the Company repurchased 10,000,000 shares of its common stock in the open market at an average price of $46.15 per share. As of December 31, 2008, the Company had completed the purchases of all authorized shares under its $500 million share repurchase program, which was approved by the Board of Directors in the fourth quarter of 2007.

### Acquisitions

During the fourth quarter of 2008, the Company completed one add-on acquisition in the Fluid Management segment totaling $3.9 million. During 2008, Dover made a total of four add-on acquisitions, totaling $103.8 million, net of cash acquired.

### Divestitures

During the fourth quarter of 2008, the Company completed the sale of a line of business resulting in a $7.5 million gain recorded in the Electronic Technologies segment. There was no tax expense recorded in connection with this disposition.

In addition, during the fourth quarter of 2008, the Company reached final settlement on certain Federal tax matters related to businesses previously discontinued and sold, which increased tax expense by approximately $15.0 million. The Company also recognized certain state tax assessments related to previously sold discontinued operations consistent with Financial Accounting Standards Board Interpretation No. 48, resulting in additional tax expense of approximately $13.0 million, net of Federal benefit. Finally, the Company increased its loss provision for the anticipated sale of a discontinued operation by an additional $21.0 million, for which no tax benefit was recognized.

For the year ended December 31, 2008, in addition to the tax adjustments described above, the Company recorded adjustments to the carrying value of discontinued operations resulting in a net after-tax loss of approximately $74.0 million, and recorded net losses from operations of approximately $2.0 million. At year end 2008, one business remains held for sale in discontinued operations.

### Growth Factors

| | 2008 | | | | |
|---|---|---|---|---|---|
| **Revenue Growth** | **Q1** | **Q2** | **Q3** | **Q4** | **FY 08** |
| Organic | 2.7% | 5.4% | 2.8% | -5.7% | 1.2% |
| Net Acquisitions (A) | 1.1% | 1.3% | 0.8% | 0.4% | 0.8% |
| Currency translation | 3.2% | 3.5% | 1.8% | -3.0% | 1.4% |
| | 7.0% | 10.2% | 5.4% | -8.3% | 3.4% |

(A) Acquisition Growth before the disposition of a line of business was 1.8%, 2.0%, 1.7%, 1.2% and 1.7% in each period, respectively.

## Cash Flow

The following table is a reconciliation of free cash flow (a non-GAAP measure) with cash flows from operating activities.

| **Free Cash Flow** *(in thousands)* | **Three Months Ended December 31, 2008** | **2007** | **Years Ended December 31, 2008** | **2007** |
|---|---|---|---|---|
| Cash flow provided by operating activities | $ 270,353 | $ 370,350 | $ 1,010,416 | $ 927,693 |
| Less: Capital expenditures | 42,476 | 43,842 | 175,795 | 173,653 |
| Free cash flow | $ 227,877 | $ 326,508 | $ 834,621 | $ 754,040 |
| Free cash flow as a percentage of revenue | 13.2% | 17.3% | 11.0% | 10.3% |
| Free cash flow as a percentage of earnings from continuing operations | | | 120.1% | 112.6% |

The full year increase in free cash flow reflects higher earnings from continuing operations before depreciation and amortization and lower tax payments in 2008. In addition, Adjusted Working Capital (a non-GAAP measure calculated as accounts receivable, plus inventory, less accounts payable) decreased from the prior year end by $86.0 million, or 6% to $1,275.9 million which reflected a decrease in receivables of $91.0 million, a decrease in inventory of $37.8 million and a decrease in accounts payable of $42.8 million. Excluding acquisitions, dispositions and the effects of foreign exchange translation, Adjusted Working Capital would have decreased by $56.3 million, or 4%. “Average Annual Adjusted Working Capital” as a percentage of revenue (a non-GAAP measure calculated as the five-quarter average balance of accounts receivable, plus inventory, less accounts payable divided by the trailing twelve months of revenue) decreased to 18.3% at December 31, 2008 from 18.9% at December 31, 2007 and inventory turns were 7.1 at December 31, 2008 compared to 6.7 at December 31, 2007.

## Capitalization

The following table provides a summary reconciliation of total debt and net debt to total capitalization to the most directly comparable GAAP measures:

| **Net Debt to Total Capitalization Ratio** *(in thousands)* | **At December 31, 2008** | **At December 31, 2007** |
|---|---|---|
| Current maturities of long-term debt | $ 32,194 | $ 33,175 |
| Commercial paper and other short-term debt | 192,750 | 605,474 |
| Long-term debt | 1,860,729 | 1,452,003 |
| Total debt | 2,085,673 | 2,090,652 |
| Less: Cash, cash equivalents and short-term investments | 826,869 | 606,105 |
| Net debt | 1,258,804 | 1,484,547 |
| Add: Stockholders’ equity | 3,792,866 | 3,946,173 |
| Total capitalization | $ 5,051,670 | $ 5,430,720 |
| Net debt to total capitalization | 24.9% | 27.3% |

Net debt at December 31, 2008 decreased $225.7 million as a result of cash generated from operations. The increase in long-term debt was used primarily to fund acquisitions, decrease short-term debt and repurchase shares in excess of the Company’s available free cash flow. The decrease in net debt to total capitalization, after $462 million of open market share repurchases, reflects strong free cash flow and net proceeds from dispositions of $93 million.

## Tax Rate

The effective tax rate for continuing operations for the fourth quarter of 2008 was 21.4%, compared to the prior year rate of 24.6%. The 2008 rate was favorably impacted by benefits recognized for tax positions that were effectively settled. In addition, the fourth quarter of 2008 had more non-U.S. earnings in low-taxed overseas jurisdictions when compared to the prior year quarter. The effective tax rate for continuing operations for each of the twelve month periods ended December 31, 2008 and 2007 was 26.6%.

**DOVER CORPORATION**
**CONSOLIDATED STATEMENTS OF EARNINGS**
(unaudited) (in thousands, except per share data)

| | Three Months Ended December 31 2008 | Three Months Ended December 31 2007 | Twelve Months Ended December 31 2008 | Twelve Months Ended December 31 2007 |
|---|---|---|---|---|
| **Revenue** | $ 1,726,648 | $ 1,883,588 | $ 7,568,888 | $ 7,317,270 |
| Cost of goods and services | 1,120,148 | 1,207,494 | 4,838,881 | 4,697,768 |
| **Gross profit** | 606,500 | 676,094 | 2,730,007 | 2,619,502 |
| Selling and administrative expenses | 375,378 | 419,613 | 1,700,677 | 1,614,005 |
| **Operating earnings** | 231,122 | 256,481 | 1,029,330 | 1,005,497 |
| Interest expense, net | 19,293 | 22,536 | 96,037 | 89,589 |
| Other expense (income), net | (3,798) | 1,789 | (12,726) | 3,541 |
| Total interest/other expense, net | 15,495 | 24,325 | 83,311 | 93,130 |
| **Earnings before provision for income taxes and discontinued operations** | 215,627 | 232,156 | 946,019 | 912,367 |
| Provision for income taxes | 46,045 | 57,024 | 251,261 | 242,617 |
| **Earnings from continuing operations** | 169,582 | 175,132 | 694,758 | 669,750 |
| Earnings (loss) from discontinued operations, net of tax | (48,855) | 10,232 | (103,927) | (8,670) |
| **Net earnings** | $ 120,727 | $ 185,364 | $ 590,831 | $ 661,080 |
| | | | | |
| **Basic earnings (loss) per common share:** | | | | |
| Earnings from continuing operations | $ 0.91 | $ 0.89 | $ 3.69 | $ 3.33 |
| Earnings (loss) from discontinued operations | (0.26) | 0.05 | (0.55) | (0.04) |
| Net earnings | 0.65 | 0.95 | 3.13 | 3.28 |
| | | | | |
| Weighted average shares outstanding | 185,965 | 195,932 | 188,481 | 201,330 |
| | | | | |
| **Diluted earnings (loss) per common share:** | | | | |
| Earnings from continuing operations | $ 0.91 | $ 0.89 | $ 3.67 | $ 3.30 |
| Earnings (loss) from discontinued operations | (0.26) | 0.05 | (0.55) | (0.04) |
| Net earnings | 0.65 | 0.94 | 3.12 | 3.26 |
| | | | | |
| Weighted average shares outstanding | 186,207 | 197,286 | 189,269 | 202,918 |
| | | | | |
| Dividends paid per common share | $ 0.25 | $ 0.20 | $ 0.90 | $ 0.77 |

The following table is a reconciliation of the share amounts used in computing earnings per share:

| | Three Months Ended December 31 2008 | Three Months Ended December 31 2007 | Twelve Months Ended December 31 2008 | Twelve Months Ended December 31 2007 |
|---|---|---|---|---|
| Weighted average shares outstanding — Basic | 185,965 | 195,932 | 188,481 | 201,330 |
| Dilutive effect of assumed exercise of employee stock options | 242 | 1,354 | 788 | 1,588 |
| Weighted average shares outstanding — Diluted | 186,207 | 197,286 | 189,269 | 202,918 |
| Anti-dilutive shares excluded from diluted EPS computation | 6,722 | 1,635 | 5,103 | 3,241 |

# DOVER CORPORATION
## QUARTERLY SEGMENT INFORMATION
(unaudited) (in thousands)

| | 2007 | | | | | 2008 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Q1 | Q2 | Q3 | Q4 | FY 2007 | Q1 | Q2 | Q3 | Q4 | FY 2008 |
| **REVENUE** | | | | | | | | | | |
| **Industrial Products** | | | | | | | | | | |
| Material Handling | $ 293,466 | $ 299,588 | $ 276,236 | $ 275,963 | **$1,145,253** | $ 287,208 | $ 306,988 | $ 286,568 | $ 256,105 | **$1,136,869** |
| Mobile Equipment | 307,758 | 315,394 | 315,920 | 323,912 | **1,262,984** | 329,723 | 342,228 | 343,261 | 308,210 | **1,323,422** |
| Eliminations | (219) | (220) | (203) | (335) | **(977)** | (157) | (210) | (218) | (201) | **(786)** |
| | 601,005 | 614,762 | 591,953 | 599,540 | **2,407,260** | 616,774 | 649,006 | 629,611 | 564,114 | **2,459,505** |
| **Engineered Systems** | | | | | | | | | | |
| Product Identification | 206,625 | 224,353 | 227,617 | 253,985 | **912,580** | 231,526 | 249,250 | 234,868 | 208,825 | **924,469** |
| Engineered Products | 260,002 | 284,457 | 311,337 | 283,682 | **1,139,478** | 267,696 | 289,479 | 289,778 | 238,928 | **1,085,881** |
| | 466,627 | 508,810 | 538,954 | 537,667 | **2,052,058** | 499,222 | 538,729 | 524,646 | 447,753 | **2,010,350** |
| **Fluid Management** | | | | | | | | | | |
| Energy | 189,367 | 188,690 | 197,759 | 199,208 | **775,024** | 213,003 | 236,461 | 249,656 | 236,294 | **935,414** |
| Fluid Solutions | 169,669 | 174,579 | 176,756 | 186,109 | **707,113** | 188,328 | 210,207 | 202,054 | 178,223 | **778,812** |
| Eliminations | (40) | (24) | (12) | (53) | **(129)** | (32) | (38) | (28) | (82) | **(180)** |
| | 358,996 | 363,245 | 374,503 | 385,264 | **1,482,008** | 401,299 | 446,630 | 451,682 | 414,435 | **1,714,046** |
| **Electronic Technologies** | 321,173 | 340,717 | 363,002 | 365,211 | **1,390,103** | 351,757 | 379,958 | 362,446 | 301,970 | **1,396,131** |
| Intra-segment eliminations | (3,368) | (3,391) | (3,306) | (4,094) | **(14,159)** | (3,566) | (3,345) | (2,609) | (1,624) | **(11,144)** |
| Total consolidated revenue | $1,744,433 | $1,824,143 | $1,865,106 | $1,883,588 | **$7,317,270** | $1,865,486 | $2,010,978 | $1,965,776 | $1,726,648 | **$7,568,888** |
| **NET EARNINGS** | | | | | | | | | | |
| Segment Earnings: | | | | | | | | | | |
| Industrial Products | $ 74,521 | $ 88,796 | $ 77,418 | $ 71,751 | **$ 312,486** | $ 78,838 | $ 87,925 | $ 74,690 | $ 58,287 | **$ 299,740** |
| Engineered Systems | 51,657 | 77,828 | 84,223 | 78,019 | **291,727** | 62,996 | 80,045 | 82,032 | 53,480 | **278,553** |
| Fluid Management | 73,842 | 73,283 | 79,184 | 78,267 | **304,576** | 85,139 | 97,878 | 102,232 | 100,068 | **385,317** |
| Electronic Technologies | 36,949 | 45,354 | 50,801 | 47,233 | **180,337** | 36,234 | 51,029 | 53,826 | 52,552 | **193,641** |
| Total Segments | 236,969 | 285,261 | 291,626 | 275,270 | **1,089,126** | 263,207 | 316,877 | 312,780 | 264,387 | **1,157,251** |
| Corporate expense / other | (22,392) | (23,107) | (21,093) | (20,578) | **(87,170)** | (29,969) | (24,975) | (30,785) | (29,467) | **(115,196)** |
| Net interest expense | (21,901) | (22,684) | (22,468) | (22,536) | **(89,589)** | (23,431) | (27,388) | (25,924) | (19,293) | **(96,036)** |
| Earnings from continuing operations before provision for income taxes | 192,676 | 239,470 | 248,065 | 232,156 | **912,367** | 209,807 | 264,514 | 256,071 | 215,627 | **946,019** |
| Provision for income taxes | 54,856 | 64,799 | 65,938 | 57,024 | **242,617** | 61,876 | 77,604 | 65,736 | 46,045 | **251,261** |
| Earnings from continuing operations | 137,820 | 174,671 | 182,127 | 175,132 | **669,750** | 147,931 | 186,910 | 190,335 | 169,582 | **694,758** |
| Earnings (loss) from discontinued operations, net | (8,889) | (2,476) | (7,537) | 10,232 | **(8,670)** | (753) | (51,634) | (2,685) | (48,855) | **(103,927)** |
| Net earnings | $ 128,931 | $ 172,195 | $ 174,590 | $ 185,364 | **$ 661,080** | $ 147,178 | $ 135,276 | $ 187,650 | $ 120,727 | **$ 590,831** |
| **SEGMENT OPERATING MARGIN** | | | | | | | | | | |
| Industrial Products | 12.4% | 14.4% | 13.1% | 12.0% | **13.0%** | 12.8% | 13.5% | 11.9% | 10.3% | **12.2%** |
| Engineered Systems | 11.1% | 15.3% | 15.6% | 14.5% | **14.2%** | 12.6% | 14.9% | 15.6% | 11.9% | **13.9%** |
| Fluid Management | 20.6% | 20.2% | 21.1% | 20.3% | **20.6%** | 21.2% | 21.9% | 22.6% | 24.1% | **22.5%** |
| Electronic Technologies | 11.5% | 13.3% | 14.0% | 12.9% | **13.0%** | 10.3% | 13.4% | 14.9% | 17.4% | **13.9%** |
| Total Segment | 13.6% | 15.6% | 15.6% | 14.6% | **14.9%** | 14.1% | 15.8% | 15.9% | 15.3% | **15.3%** |

## DOVER CORPORATION
## QUARTERLY SEGMENT INFORMATION
(unaudited) (in thousands)

| | 2007 | | | | | 2008 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Q1 | Q2 | Q3 | Q4 | FY 2007 | Q1 | Q2 | Q3 | Q4 | FY 2008 |
| **BOOKINGS** | | | | | | | | | | |
| **Industrial Products** | | | | | | | | | | |
| Material Handling | $ 304,050 | $ 286,875 | $ 272,405 | $ 278,625 | **$1,141,955** | $ 296,278 | $ 313,199 | $ 292,436 | $ 207,115 | **$1,109,028** |
| Mobile Equipment | 374,845 | 353,122 | 298,016 | 338,357 | **1,364,340** | 360,324 | 318,059 | 295,240 | 204,257 | **1,177,880** |
| Eliminations | (438) | (445) | (324) | (349) | **(1,556)** | (296) | (385) | (193) | (260) | **(1,134)** |
| | 678,457 | 639,552 | 570,097 | 616,633 | **2,504,739** | 656,306 | 630,873 | 587,483 | 411,112 | **2,285,774** |
| **Engineered Systems** | | | | | | | | | | |
| Product Identification | 215,596 | 219,111 | 231,166 | 253,343 | **919,216** | 239,547 | 250,538 | 233,196 | 197,431 | **920,712** |
| Engineered Products | 299,270 | 317,006 | 272,229 | 228,133 | **1,116,638** | 284,257 | 279,673 | 260,227 | 219,716 | **1,043,873** |
| | 514,866 | 536,117 | 503,395 | 481,476 | **2,035,854** | 523,804 | 530,211 | 493,423 | 417,147 | **1,964,585** |
| **Fluid Management** | | | | | | | | | | |
| Energy | 200,010 | 187,502 | 194,733 | 202,820 | **785,065** | 233,662 | 252,535 | 268,390 | 209,930 | **964,517** |
| Fluid Solutions | 171,944 | 180,964 | 177,021 | 186,715 | **716,644** | 197,289 | 217,466 | 195,253 | 161,351 | **771,359** |
| Eliminations | (15) | (16) | (12) | (67) | **(110)** | (24) | (32) | (31) | (91) | **(178)** |
| | 371,939 | 368,450 | 371,742 | 389,468 | **1,501,599** | 430,927 | 469,969 | 463,612 | 371,190 | **1,735,698** |
| **Electronic Technologies** | 311,840 | 354,858 | 381,804 | 330,049 | **1,378,551** | 360,337 | 384,790 | 363,535 | 233,720 | **1,342,382** |
| Intra-segment eliminations | (3,019) | (4,330) | (4,453) | (2,837) | **(14,639)** | (2,992) | (3,490) | (1,755) | (1,182) | **(9,419)** |
| Total consolidated bookings | $1,874,083 | $1,894,647 | $1,822,585 | $1,814,789 | **$7,406,104** | $1,968,382 | $2,012,353 | $1,906,298 | $1,431,987 | **$7,319,020** |
| **BACKLOG** | | | | | | | | | | |
| **Industrial Products** | | | | | | | | | | |
| Material Handling | $ 252,474 | $ 240,977 | $ 237,468 | $ 213,653 | | $ 228,082 | $ 235,284 | $ 240,009 | $ 188,591 | |
| Mobile Equipment | 501,591 | 541,683 | 529,423 | 543,776 | | 575,070 | 549,430 | 498,908 | 387,329 | |
| Eliminations | (207) | (236) | (275) | (195) | | (171) | (186) | (161) | (220) | |
| | 753,858 | 782,424 | 766,616 | 757,234 | | 802,981 | 784,528 | 738,756 | 575,700 | |
| **Engineered Systems** | | | | | | | | | | |
| Product Identification | 66,875 | 62,216 | 68,682 | 68,938 | | 79,956 | 82,196 | 76,247 | 61,195 | |
| Engineered Products | 281,120 | 321,530 | 282,728 | 227,523 | | 244,981 | 235,513 | 205,127 | 183,821 | |
| | 347,995 | 383,746 | 351,410 | 296,461 | | 324,937 | 317,709 | 281,374 | 245,016 | |
| **Fluid Management** | | | | | | | | | | |
| Energy | 88,392 | 89,044 | 87,105 | 88,245 | | 106,540 | 119,033 | 133,713 | 95,532 | |
| Fluid Solutions | 65,683 | 72,028 | 73,007 | 73,713 | | 85,130 | 91,870 | 82,998 | 64,471 | |
| Eliminations | (8) | — | — | (14) | | (6) | — | (3) | (12) | |
| | 154,067 | 161,072 | 160,112 | 161,944 | | 191,664 | 210,903 | 216,708 | 159,991 | |
| **Electronic Technologies** | 229,010 | 243,996 | 266,474 | 232,704 | | 246,711 | 251,403 | 248,725 | 175,317 | |
| Intra-segment eliminations | (1,193) | (2,110) | (3,224) | (1,913) | | (2,038) | (1,424) | (540) | (61) | |
| Total consolidated backlog | $1,483,737 | $1,569,128 | $1,541,388 | $1,446,430 | | $1,564,255 | $1,563,119 | $1,485,023 | $1,155,963 | |
| **ACQUISITION RELATED DEPRECIATION AND AMORTIZATION EXPENSE *** | | | | | | | | | | |
| **Industrial Products** | $ 6,741 | $ 6,697 | $ 7,213 | $ 7,179 | **$ 27,830** | $ 9,215 | $ 8,070 | $ 7,805 | $ 7,193 | **$ 32,283** |
| **Engineered Systems** | 11,607 | 5,459 | 5,755 | 6,441 | **29,262** | 6,109 | 6,116 | 6,103 | 6,066 | **24,394** |
| **Fluid Management** | 3,800 | 3,812 | 3,796 | 4,161 | **15,569** | 3,914 | 5,607 | 5,422 | 4,607 | **19,550** |
| **Electronic Technologies** | 8,756 | 10,319 | 9,957 | 9,264 | **38,296** | 8,902 | 9,416 | 9,304 | 8,859 | **36,481** |
| | $ 30,904 | $ 26,287 | $ 26,721 | $ 27,045 | **$ 110,957** | $ 28,140 | $ 29,209 | $ 28,634 | $ 26,725 | **$ 112,708** |

* Represents the pre-tax impact on earnings from the depreciation and amortization of acquisition accounting write-ups to reflect the fair value of inventory, property, plant and equipment and intangible assets.

## QUARTERLY EARNINGS PER SHARE

| | 2007 | | | | | 2008 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Q1 | Q2 | Q3 | Q4 | FY 2007 | Q1 | Q2 | Q3 | Q4 | FY 2008 |
| **Basic earnings (loss) per common share:** | | | | | | | | | | |
| Continuing operations | $ 0.67 | $ 0.85 | $ 0.91 | $0.89 | **$ 3.33** | $ 0.77 | $ 0.99 | $ 1.02 | $ 0.91 | **$ 3.69** |
| Discontinued operations | (0.04) | (0.01) | (0.04) | 0.05 | **(0.04)** | (0.00) | (0.27) | (0.01) | (0.26) | **(0.55)** |
| Net earnings | 0.63 | 0.84 | 0.87 | 0.95 | **3.28** | 0.76 | 0.72 | 1.01 | 0.65 | **3.13** |
| **Diluted earnings (loss) per common share:** | | | | | | | | | | |
| Continuing operations | $ 0.67 | $ 0.85 | $ 0.90 | $0.89 | **$ 3.30** | $ 0.77 | $ 0.98 | $ 1.01 | $ 0.91 | **$ 3.67** |
| Discontinued operations | (0.04) | (0.01) | (0.04) | 0.04 | **(0.04)** | (0.00) | (0.27) | (0.01) | (0.26) | **(0.55)** |
| Net earnings | 0.63 | 0.84 | 0.86 | 0.94 | **3.26** | 0.76 | 0.71 | 1.00 | 0.65 | **3.12** |

**DOVER CORPORATION**
**CONDENSED CONSOLIDATED BALANCE SHEET AND STATEMENT OF CASH FLOWS**
(unaudited) (in thousands)

## BALANCE SHEET

| | At December 31, 2008 | At December 31, 2007 |
|---|---|---|
| **Assets:** | | |
| Cash and cash equivalents | $ 547,409 | $ 606,105 |
| Short-term investments | 279,460 | — |
| Receivables, net of allowances | 1,013,174 | 1,104,090 |
| Inventories, net | 636,121 | 673,944 |
| Deferred tax and other current assets | 138,022 | 161,855 |
| Property, plant and equipment, net | 872,134 | 892,237 |
| Goodwill | 3,255,566 | 3,259,729 |
| Intangible assets, net | 952,409 | 1,051,650 |
| Other assets | 103,903 | 167,403 |
| Assets of discontinued operations | 69,106 | 152,757 |
| | $ 7,867,304 | $ 8,069,770 |
| **Liabilities and Stockholders' Equity** | | |
| Notes payable and current maturities of long-term debt | $ 224,944 | $ 638,649 |
| Payables and accrued expenses | 993,565 | 1,013,097 |
| Taxes payable and other deferrals | 916,077 | 964,313 |
| Long-term debt | 1,860,729 | 1,452,003 |
| Liabilities of discontinued operations | 79,123 | 55,535 |
| Stockholders' equity | 3,792,866 | 3,946,173 |
| | $ 7,867,304 | $ 8,069,770 |

## CASH FLOWS

| | Twelve Months Ended December 31, 2008 | 2007 |
|---|---|---|
| ***Operating activities:*** | | |
| Net earnings | $ 590,831 | $ 661,080 |
| Loss from discontinued operations, net of tax | 103,927 | 8,670 |
| Depreciation and amortization | 261,154 | 243,776 |
| Stock-based compensation | 25,246 | 26,292 |
| Contributions to defined benefit plans | (55,361) | (22,537) |
| Net change in assets and liabilities | 84,619 | 10,412 |
| Net cash provided by operating activities of continuing operations | 1,010,416 | 927,693 |
| ***Investing activities:*** | | |
| Purchase of short-term investments | (279,460) | — |
| Proceeds from the sale of property and equipment | 13,248 | 24,195 |
| Additions to property, plant and equipment | (175,795) | (173,653) |
| Proceeds from sale of businesses | 92,774 | 90,966 |
| Acquisitions (net of cash and cash equivalents acquired) | (103,761) | (273,610) |
| Net cash used in investing activities of continuing operations | (452,994) | (332,102) |
| ***Financing activities:*** | | |
| Increase (decrease) in debt, net | (4,995) | 317,609 |
| Purchase of treasury stock | (466,736) | (596,009) |
| Proceeds from exercise of stock options, including tax benefits | 79,898 | 87,117 |
| Dividends to stockholders | (169,071) | (154,390) |
| Net cash used in financing activities of continuing operations | (560,904) | (345,673) |
| Effect of exchange rate changes on cash | (45,817) | 34,175 |
| Net cash used in discontinued operations | (9,397) | (50,709) |
| Net increase (decrease) in cash and cash equivalents | (58,696) | 233,384 |
| Cash and cash equivalents at beginning of period | 606,105 | 372,721 |
| Cash and cash equivalents at end of period | $ 547,409 | $ 606,105 |

Exhibit 99.3

# Dover Corporation Fourth Quarter 2008 Conference Call

January 28, 2009

8:00am

DOVER PERFORMANCE**COUNTS**

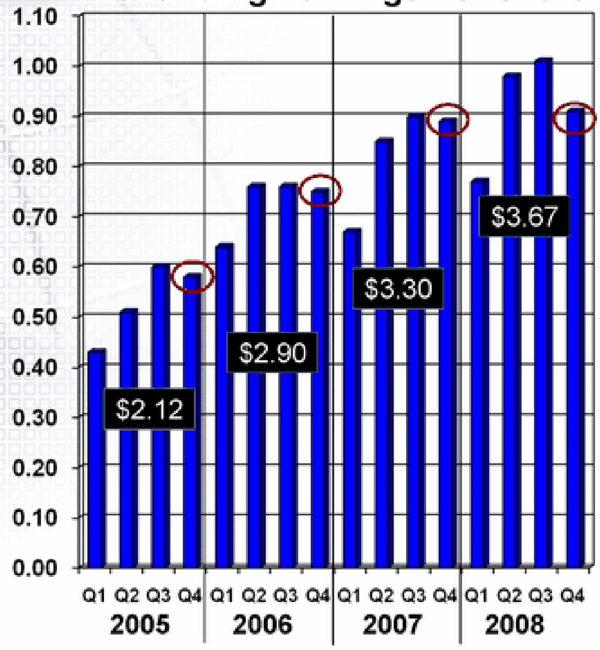
# Forward Looking Statements

We want to remind everyone that our comments may contain forward-looking statements that are inherently subject to uncertainties. We caution everyone to be guided in their analysis of Dover Corporation by referring to our Form 10-K for a list of factors that could cause our results to differ from those anticipated in any such forward looking statements.

We would also direct your attention to our internet site, www.dovercorporation.com, where considerably more information can be found.

# Dover's 2008 Performance

Continuing Earnings Per Share




| | Q4 | FY | Q4/Q4 | FY/FY |
|---|---|---|---|---|
| Revenue | $1.7B | $7.6B | -8% | +3% |
| EPS (continuing) | $0.91 | $3.67 | +3% | +11% |
| Segment Margins | 15.3% | 15.3% | +70bps | +40bps |
| Organic Growth | -5.7% | 1.2% | | |
| Acquisition Growth | 1.2% | 1.7% | | |
| Free Cash Flow | $228M | $835M | -30% | +11% |

- Full year free cash flow was strong at 11% of revenue, with Q4 results at 13% of revenue, reflecting higher earnings and lower tax payments in 2008.
- Q4 and full year margin improvements driven by operational excellence programs and pricing discipline.
- Full year revenue was up 3% reflecting strong performance in Fluid Management offsetting widespread industrial softness
- Improvements in working capital metrics in Q4 and for the full year
- Synergy capture initiatives yielded $0.04 in Q4 and $0.15 for the full year

# Revenue

| Q4 2008 | Industrial Products | Engineered Systems | Fluid Management | Electronic Technologies | Total Dover |
|---|---|---|---|---|---|
| Organic | -3.5% | -12.6% | 8.8% | -15.0% | -5.7% |
| Net Acquisitions | -0.6%(A) | 0.0% | 2.9% | 0.0% | 0.4%(B) |
| Currency | -1.8% | -4.1% | -4.1% | -2.3% | -3.0% |
| Total | -5.9% | -16.7% | 7.6% | -17.3% | -8.3% |

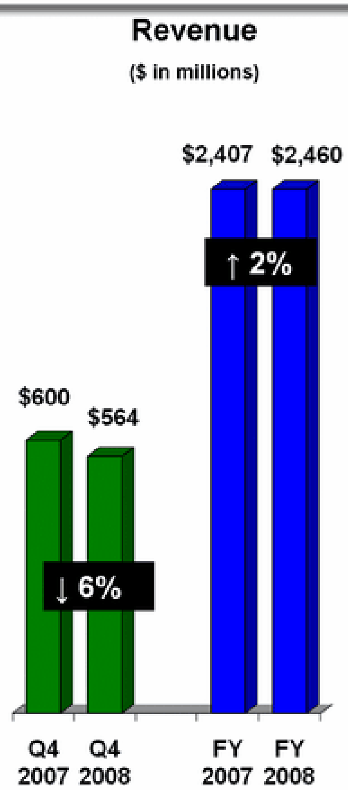
| FY 2008 | Industrial Products | Engineered Systems | Fluid Management | Electronic Technologies | Total Dover |
|---|---|---|---|---|---|
| Organic | 1.5% | -4.2% | 12.2% | -3.2% | 1.2% |
| Net Acquisitions | 0.5%(A) | 0.0% | 3.1% | 0.4% | 0.8%(B) |
| Currency | 0.2% | 2.2% | 0.4% | 3.2% | 1.4% |
| Total | 2.2% | -2.0% | 15.7% | 0.4% | 3.4% |

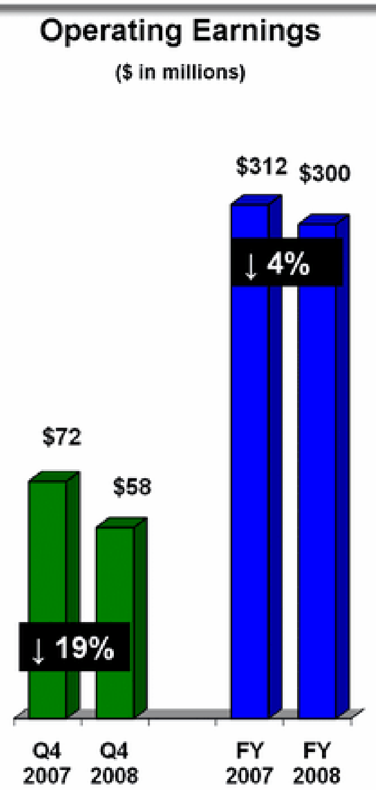
(A) Acquisition growth was 2.0% for Q4 and 2.9% for the full year before dispositions

(B) Acquisition growth was 1.2% for Q4 and 1.7% for the full year before dispositions

# Industrial Products

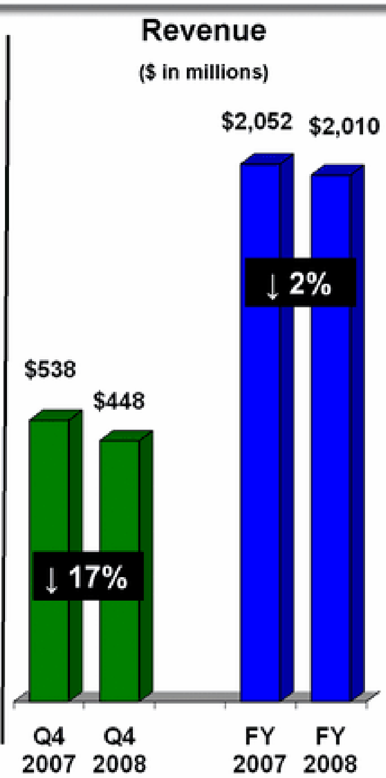
- Strength in military and refuse vehicle markets was offset by weakness in automotive and construction markets
- Earnings impacted by significant restructuring costs
- Bookings declined in each successive month during Q4 due to softness in non-military markets, especially automotive
- Full-year headcount reductions of 1,600 people and 14 plant closures position segment for solid margin performance

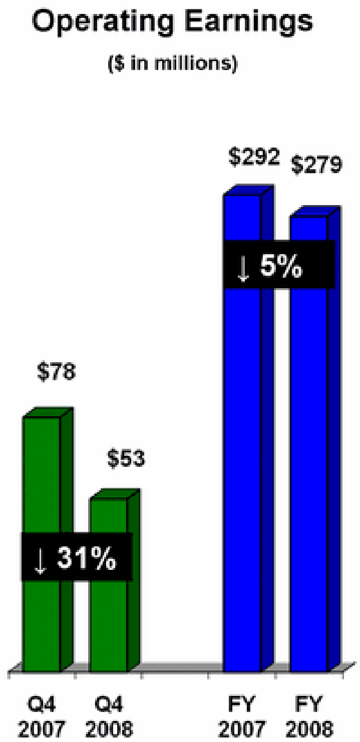


# Engineered Systems

- Broad weakness across all markets in Q4 except heat exchanger business
- Earnings improvements from efficiency gains in heat exchanger and food services equipment businesses, as well as savings from Markem-Imaje integration, offset lower demand and other one-time costs
- Seasonally weak demand in the 1st quarter '09, coupled with softer end markets, will be partially offset by an improving order rate at Hill PHOENIX



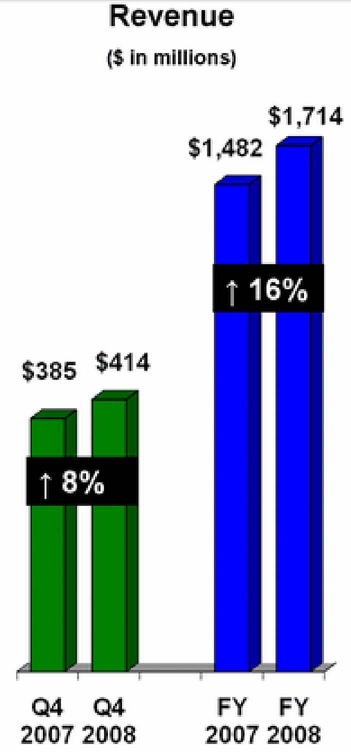



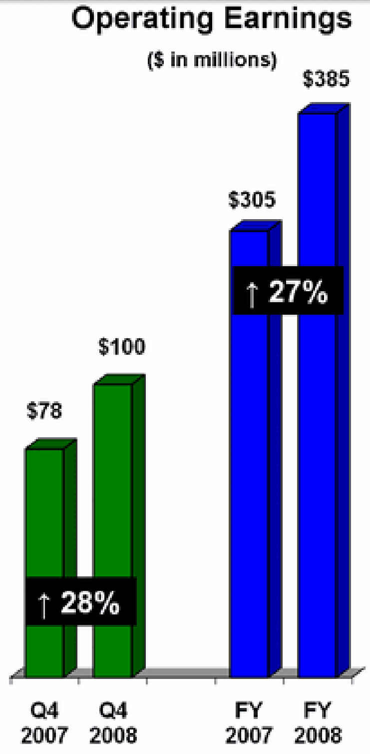



DOVER PERFORMANCECOUNTS

# Fluid Management

- Revenue increase driven by growth in oil and gas drilling and demand for power generation, slightly offset by weakness in permanent monitoring
- Operational improvements and product mix increased earnings and margins.
- General strength early in the year across most industrial markets within Fluid Solutions with softening during the second half.
- Restructuring efforts in 1st half '09 to offset weakness in demand



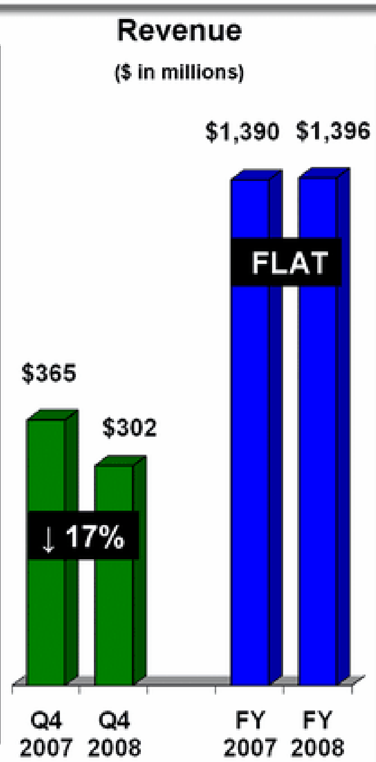



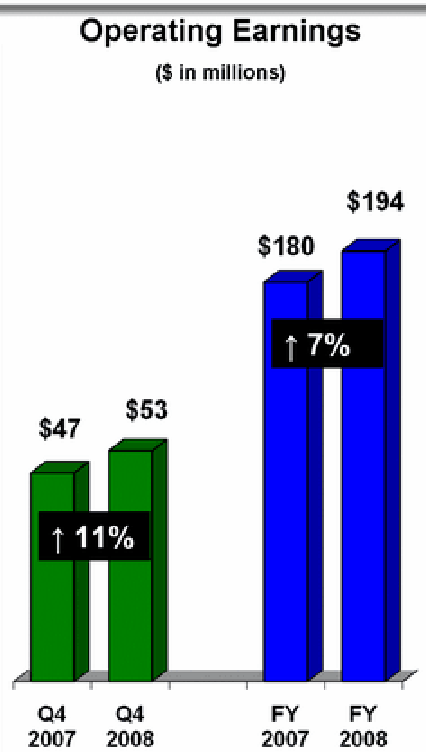



DOVER PERFORMANCECOUNTS

# Electronic Technologies

- Electronic test markets experienced meaningful demand declines as the quarter ended
- Earnings improvement due to ongoing restructuring programs and $7.5 million gain on the sale of Rasco (semi-conductor test handling)
- MEMS, hearing aid, and military & space markets continue to be stable
- Electronic assembly and telecom related markets to remain weak through the first quarter of '09, and will absorb significant restructuring charges



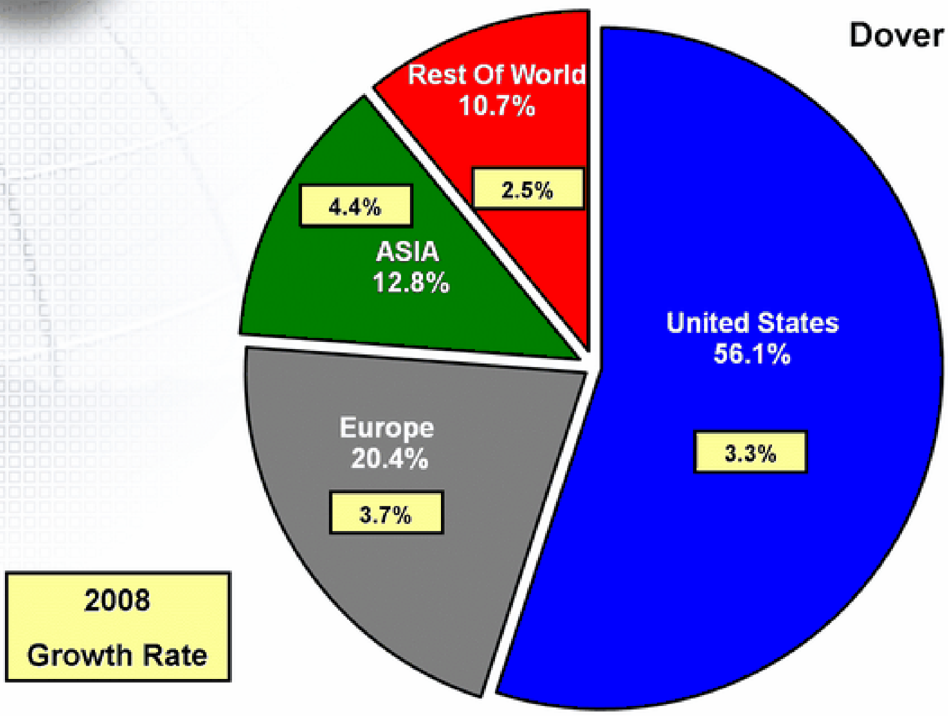






DOVER PERFORMANCECOUNTS

# Geographic Revenue Mix (FY 2008)

Dover Growth Rate: 3%



# *PERFORMANCE* **COUNTS**

| | Target | FY 2008 |
|---|---|---|
| Inventory Turns | 8 | 7.1 |
| Earnings Growth | 10% | 3.7% |
| Operating Margins | 15% | 15.3% |
| WC as a % of Revenue | 20% | 18.3% |
| ROI (Operating) | 25% | 26.3% |

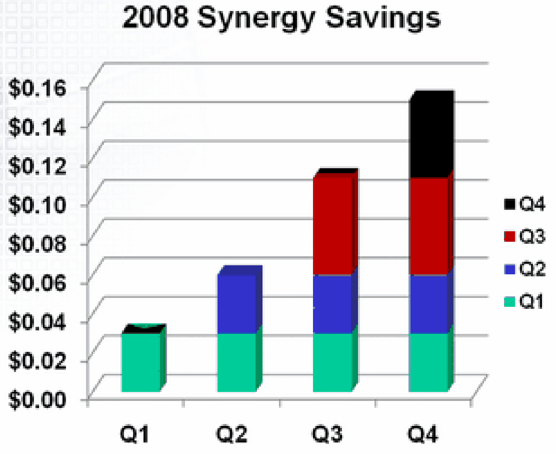
**Dover exceeded 3 out of 5 metrics for 2008**

# 2008 Overview

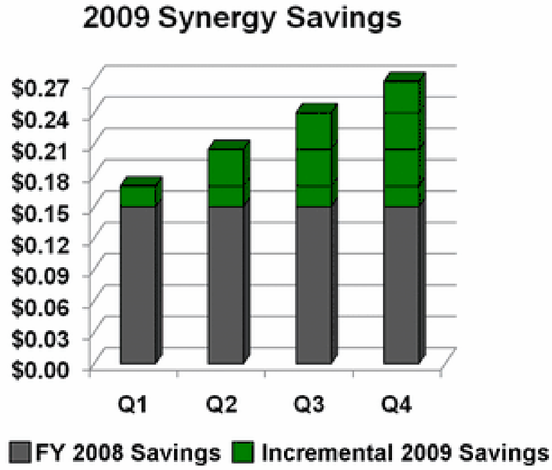
- **Free Cash Flow**
  - **Fourth Quarter 2008**: $227.9 million; 13.2% of revenue
  - **Full Year 2008:** $834.6 million; 11.0% of revenue
    - Free Cash Flow to Net Earnings from Continuing Operations: 120.1%
- **Net Debt to Capital Ratio**
  - 24.9%: down 240 bps over prior year. Reflective of strong operational free cash flow and net proceeds from dispositions, after $462 million of open market share repurchases
- **Effective Tax Rate (ETR)**
  - **Fourth Quarter 2008:** 21.4%, down 320 bps
    - Impacted by benefits recognized for effectively settled tax positions
  - **Full Year 2008:** 26.6%, consistent with 2007 and full-year guidance
- **Acquisitions**
  - **Fourth Quarter 2008:** One add-on for $3.9 million, net of cash acquired
  - **Full Year 2008:** Four add-ons totaling $103.8 million, net of cash acquired
- **Dispositions**
  - **Fourth Quarter 2008:** Closed on sale of a line of business in the Electronic Technologies segment resulting in a $7.5 million gain recorded in continuing SG&A . Adjusted the carrying value of a discontinued business and recorded other adjustments resulting in a $48.9 million loss, net of tax in discontinued operations.
  - **Full Year 2008:** Finalized the sale of a previously discontinued business, adjusted the carrying value of a discontinued business and recorded other adjustments for a net after-tax loss of $103.9 million in discontinued operations.
- **Share Repurchase Program**
  - **Full Year 2008:** Repurchased 10 million shares on the open market for $462 million

# Integration and Synergy Programs

- 2007-2008 programs
  - Markem•Imaje
  - Norris & Alberta Oil Tool
  - Pump Solutions Group
  - Other opportunities identified




- 2008-2009 programs
  - ECT, DEK, OK International back-office integration
  - MPG & CPG combination





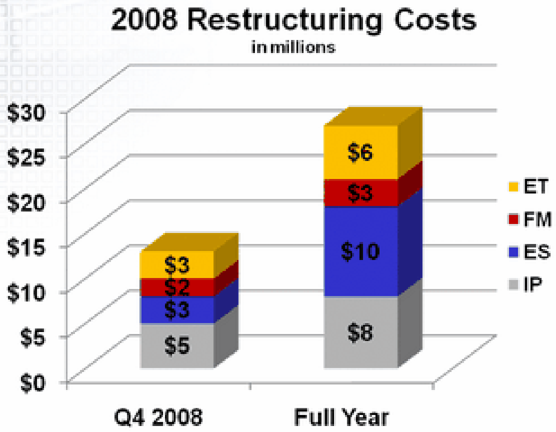

DOVER PERFORMANCECOUNTS

# Integration and Synergy Programs

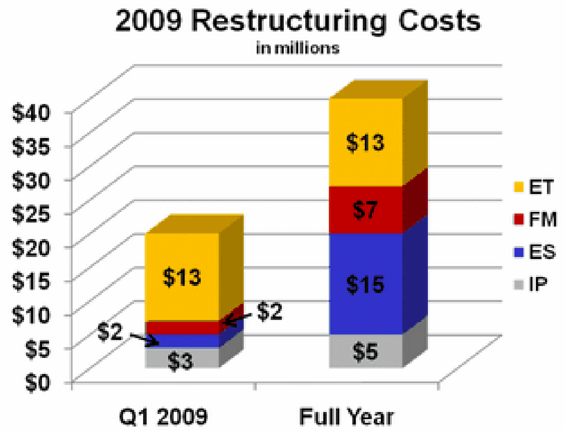
- Global Procurement Initiative
  - Comprehensive review of supply chain sourcing & spending
  - Data analysis & opportunity prioritization phase virtually complete
  - Several projects will be launched in 2009
  - Savings opportunity in 2010 – 2011 timeframe is $75 - $100 million

# Restructuring

- 2008
  - Industrial Products and Engineered Systems took charges throughout the year
  - Electronic Technologies took meaningful charges in Q4
  - FY 2008 savings are $35 million, and another $50 million is expected in 2009

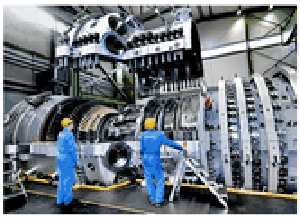



- 2009 Plans
  - Electronic Technologies restructuring efforts accelerate in Q1
  - Full-year efforts will generate FY savings of $75 million in 2009
  - We are prepared to do more



## Better-Positioned to Deliver Results in a Down Market

- Significant investment in attractive end-markets
  - Energy
  - Product Identification
  - Acoustic components
  - Fluid Solutions
  - Food and beverage
  - Military
  - Industrial winch
- Focused on recurring revenues
- Leadership & leverage initiatives

DOVER PERFORMANCE**COUNTS**

# 2009 Guidance

- Revenue:
  - Core revenue: ↓ 8% - 10%
  - Impact of FX: ↓ 3%
  - Total revenue: ↓11% - 13%
- Capital expenditures: $100 – $120 million
- Interest expense: $92 - $97 million
- Full-year tax rate: 26% – 27%
- Free cash flow for full year: > 10% of revenue
- Corporate expenses: $85 - $90 million
- Full year EPS: $2.75 – $3.05