

DOVER CORP
Form 4
October 31, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SANDKER TIMOTHY J

(Last) (First) (Middle)

675 TOLLGATE ROAD, SUITE N

(Street)

ELGIN, IL 60123

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DOVER CORP [DOV]

3. Date of Earliest Transaction (Month/Day/Year)
10/27/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)
 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	10/27/2005		M	A	\$ 23.5313	26,017	D
Common Stock	10/27/2005		M	A	\$ 24.7188	32,915	D
Common Stock	10/27/2005		M	A	\$ 35	37,949	D
Common Stock	10/27/2005		M	A	\$ 31	42,843	D
Common Stock	10/27/2005		F	D	\$ 38.765	27,269	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee stock option (right to buy)	\$ 23.5313	10/27/2005		M	4,806	02/08/1999 02/08/2006	Common Stock	4,806
Employee stock option (right to buy)	\$ 24.7188	10/27/2005		M	6,898	02/06/2000 02/06/2007	Common Stock	6,898
Employee stock option (right to buy)	\$ 35	10/27/2005		M	5,034	02/05/2001 02/05/2008	Common Stock	5,034
Employee stock option (Right to buy)	\$ 31	10/27/2005		M	5,894	02/04/2002 02/04/2009	Common Stock	5,894

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Vice President

SANDKER TIMOTHY J
675 TOLLGATE ROAD, SUITE N
ELGIN, IL 60123

Signatures

Timothy J. Sandker by Joseph W. Schmidt
Attorney-in-fact

10/31/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* 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.

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