

Livingston Robert
Form 4
February 13, 2018

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 *
Livingston Robert

(Last) (First) (Middle)

C/O DOVER CORPORATION, 3005 HIGHLAND PARKWAY

(Street)

DOWNERS GROVE, IL 60515

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2018

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)
CEO and 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 Ownership (Instr. 4)
Common Stock	02/09/2018		A	(A) or (D) Code V Amount Price A 13,867 \$ 0 (1) (1)	214,406	D	
Common Stock					18,035	I	By 401(k) Plan

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

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SEC 1474 (9-02)

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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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right	\$ 97.35	02/09/2018		A	166,410 <u>(2)</u>	02/09/2021 ⁽²⁾		02/09/2028 ⁽²⁾		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Livingston Robert C/O DOVER CORPORATION 3005 HIGHLAND PARKWAY DOWNERS GROVE, IL 60515	X		CEO and President	

Signatures

/s/ Robert Livingston by Alison M. Rhoten,
Attorney-in-fact

02/13/2018

__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).

Represents grant of restricted stock units ("RSUs") under the 2012 Equity Incentive Plan (the "Plan"). Each RSU represents a contingent right to receive one share of Dover common stock. The RSUs will vest in three annual tranches beginning on March 15, 2019. The Reporting Person is eligible for retirement treatment under the Plan which entitles him to have the RSUs continue to vest following

(1) retirement. Pursuant to the terms of this grant, if the Reporting Person retires prior to the vesting date for any tranche the number of RSUs of that tranche and any other remaining tranche will be adjusted on a pro rata basis based on the number of days he was employed on and after January 1, 2018 divided by 365 (for the first tranche), 730 (for the second tranche) or 1095 (for the third tranche). All forms of equity compensation granted to the Reporting Person on February 9, 2018 are subject to a similar pro rata construct.

The Reporting Person is eligible for retirement treatment under the Plan which entitles him to have the SSARs continue to vest if he retires prior to January 9, 2021. Pursuant to the terms of the grant, if the Reporting Person retires prior to 2/9/2021, the number of SSARs will be adjusted on a pro rata basis based on the number of days he was employed from the period January 1, 2018 through December 31, 2020 divided by 1095.

(2)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.