

DOVER CORP
Form 4
November 17, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
GRAHAM KRISTIANE C

(Last) (First) (Middle)
3388 TURNER MOUNTAIN RD.
(Street)
THE PLAINS, VA 20198
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2006

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)

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)
				(A) or (D)	Price		
Common Stock	11/15/2006		A	V	1,428 \$ 50.42	D	
Common Stock	11/15/2006		J ⁽¹⁾	D	793 \$ 50.42	D	
Common Stock					223,950	I	By trust ⁽²⁾ <u>(3)</u>
Common Stock					6,870	I	By trust ⁽²⁾ <u>(4)</u>
Common Stock					2,460	I	By children
					38,416	I	

Common Stock					By trust <u>(2)</u> <u>(4)</u>
Common Stock	44,292	I			By trust <u>(2)</u> <u>(4)</u>
Common Stock	18,000	I			By trust <u>(2)</u> <u>(3)</u>
Common Stock	44,766	I			By trust <u>(2)</u> <u>(3)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GRAHAM KRISTIANE C
3388 TURNER MOUNTAIN RD. **X**
THE PLAINS, VA 20198

Signatures

/s/ Kristiane C.
Graham 11/17/2006

 **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).
- (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.

The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein, if
(2) 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 purposes of Section 16 or for any other purpose.
- (3) Represents shares held by a trust of which the Reporting Person is a beneficiary.
- (4) Represents shares held by a trust of which the Reporting Person is a trustee.

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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