

STUBBS MICHAEL B

Form 4

February 23, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STUBBS MICHAEL B

(Last) (First) (Middle)

777 THIRD AVENUE, 18TH
FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DOVER CORP [DOV]

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

02/02/2006

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/02/2006		G	V 21,280 D \$ 0 0		I	By trust ⁽¹⁾ (2)
Common Stock	02/02/2006		G	V 21,280 D \$ 0 0		I	By trust ⁽²⁾ (3)
Common Stock					18,022	D	
Common Stock					49,484	I	By GRAT
Common Stock					500	I	By spouse (2)

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Common Stock	78,972	I	By trust ⁽⁴⁾
Common Stock	1,084,490	I	By trust ⁽⁵⁾ <u>(6)</u>
Common Stock	1,255,488	I	By trust ⁽⁶⁾ <u>(7)</u>
Common Stock	9,268	I	By trust ⁽²⁾ <u>(8)</u>
Common Stock	9,268	I	By trust ⁽²⁾ <u>(9)</u>

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

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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (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
STUBBS MICHAEL B 777 THIRD AVENUE 18TH FLOOR NEW YORK, NY 10017	X			

Signatures

/s/ Michael B.
Stubbs

02/23/2006

__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) Transfer of shares held by Trust #1 f/b/o Abigail M. Stubbs of which the Reporting Person is a co-trustee and a member of his immediate family is the beneficiary. The shares were transferred to a trust of which the Reporting Person is neither a beneficiary nor a trustee.
- (2) The Reporting Person disclaims beneficial ownership of the reported securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) Transfer of shares held by Trust #1 f/b/o A. Merrill Stubbs of which the Reporting Person is a co-trustee and a member of his immediate family is the beneficiary. The shares were transferred to a trust of which the Reporting Person is neither a beneficiary nor a trustee.
- (4) Shares held by the Trust f/b/o Jill S. Bradburn of which a member of the Reporting Person's immediate family is the beneficiary, the Reporting Person is co-trustee and a contingent beneficiary.
- (5) Shares held by the Gretchen B. Stubbs Residuary Trust of which the Reporting Person, his spouse and his descendants are beneficiaries. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein and
- (6) this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities (except to the extent of his pecuniary interest therein) for purposes of Section 16 or for any other purpose.
- (7) Shares held by the 1993 Stubbs Family Trust of which the Reporting Person, his spouse and his descendants are beneficiaries.
- (8) Shares held by Trust #2 f/b/o Abigail M. Stubbs of which the Reporting Person is a co-trustee and a member of his immediate family is the beneficiary.
- (9) Shares held by Trust #2 f/b/o A. Merrill Stubbs of which the Reporting Person is a co-trustee and a member of his immediate family is the beneficiary.

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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