

STUBBS MICHAEL B

Form 4

May 03, 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
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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)
05/02/2006

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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired 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	04/20/2006		G	V 13,235 D \$ 0	36,249	I	By GRAT (1)
Common Stock	04/20/2006		G	V 13,235 A \$ 0	31,257	D	
Common Stock	05/02/2006		S	6,000 D \$ 50.05	30,249	I	By GRAT
Common Stock	05/02/2006		S	3,000 D \$ 50	75,972	I	By trust (2)
Common Stock	05/02/2006		S	6,000 D \$ 50	1,078,490	I	By trust (3) (4)

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Common Stock	500	I	By spouse (5)
Common Stock	1,255,488	I	By trust (4) (6)
Common Stock	9,268	I	By trust (5) (7)
Common Stock	9,268	I	By trust (5) (8)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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 by Ambika Sharma,
Attorney-in-fact

05/03/2006

__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) Represents a distribution of shares from the Michael B. Stubbs 2005 Grantor Retained Annuity Trust of which the Reporting Person is the beneficiary.
- (2) 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.
- (3) 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
(4) 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.
- (5) 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.
- (6) Shares held by the 1993 Stubbs Family Trust of which the Reporting Person, his spouse and his descendants are beneficiaries.
- (7) 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.
- (8) 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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