STUBBS MICHAEL B

Form 4

February 27, 2009

FORM 4

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

OMB

Estimated average

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Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

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

response...

1(b).

(Print or Type Responses)

| 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|--|--|--|--|
| DOVER CORP [DOV] | (Check all applicable) | | | |
| 3. Date of Earliest Transaction | | | | |
| (Month/Day/Year) | X Director 10% Owner | | | |
| 02/27/2009 | Officer (give title Other (spec | | | |
| | below) below) | | | |
| 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| Filed(Month/Day/Year) | Applicable Line) | | | |
| | _X_ Form filed by One Reporting Person | | | |
| | Form filed by More than One Reporting Person | | | |
| | Symbol DOVER CORP [DOV] 3. Date of Earliest Transaction (Month/Day/Year) 02/27/2009 4. If Amendment, Date Original | | | |

| (City) | (State) | (Zip) Tabl | e I - No | n-D | erivative Se | curiti | es Acqu | iired, Disposed o | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|---|-----|--------------|--|--|-----------------------------|------------------|------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | ect Beneficial Ownership | | |
| | | | Code | V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 01/13/2009 | | G | V | 1,600 | D | \$0 | 4,400 | D | |
| Common Stock | 01/15/2009 | | G | V | 1,500 | D | \$ 0 | 2,900 | D | |
| Common Stock | 02/24/2009 | | G | V | 500,000 | D | \$ 0 (1) | 749,488 | I | By trust (2) (3) |
| Common Stock | 02/24/2009 | | G | V | 500,000 | A | \$ 0 (1) | 500,000 | I | By GRAT |
| Common Stock | | | | | | | | 39,097 | I | By GRAT |

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| Common Stock | 1,006,390 | I | By trust (3) (4) |
|-----------------|-----------|---|-------------------|
| Common Stock | 500 | I | By spouse (3) (5) |
| Common Stock | 54,972 | I | By trust (6) |

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.

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. Transac Code (Instr. 8 | 5. stionNumber of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day ve es d | Date | 7. Titl Amou Under Securi (Instr. | nt of lying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne 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 | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| · r | Director | 10% Owner | Officer | Other | | | |
| STUBBS MICHAEL B 420 LEXINGTON AVENUE SUITE 2650 NEW YORK, NY 10170 | X | | | | | | |
| 0. | | | | | | | |

Signatures

Michael B. 02/27/2009 Stubbs

**Signature of Date Reporting Person

Reporting Owners 2

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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 transfer to the Michael B. Stubbs 2009 Grantor Retained Annuity Trust of which the Reporting Person is the beneficiary.
- (2) Shares held by the 1993 Stubbs Family 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 (3) 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.
- (4) Shares held by the Gretchen B. Stubbs Residuary Trust of which the Reporting Person, his spouse and his descendants are beneficiaries.
- (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 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.

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.