

DOVER Corp
Form 4
February 16, 2016

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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)
02/11/2016

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/11/2016		M		13,832 A <u>11</u>	178,544	D
Common Stock	02/11/2016		F		4,297 D \$ 57.25	174,247	D
Common Stock	02/11/2016		A		22,707 <u>(2)</u> A \$ 0 <u>(2)</u>	196,954	D
Common Stock	02/12/2016		F		2,047 <u>(3)</u> D \$ 58.465	194,907	D
Common Stock						16,899	I By 401(k) Plan

Edgar Filing: DOVER Corp - Form 4

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. 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
Performance Shares	(1)	02/11/2016		M		18,948		(1)	(1)	Common Stock
Stock Appreciation Right	\$ 57.25	02/11/2016		A		272,489		02/11/2019	02/11/2026	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 02/16/2016

__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 settlement of performance shares representing a contingent right to receive shares of Dover common stock, based on Dover's relative total shareholder return versus that of Dover's peer group for the three-year performance period ended 12/31/2015. The Reporting Person's Issuer equity awards outstanding as of February 28, 2014, including the performance shares award, have been adjusted in connection with the separation of Knowles Corporation from the Issuer that was effected on February 28, 2014, to preserve the value of the Issuer securities as contemplated in the Employee Matters Agreement that was entered into by the Issuer and Knowles Corporation on that date.

(2) Represents grant of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Dover common stock. The restricted stock units will vest in three annual installments beginning on March 15, 2017.

Edgar Filing: DOVER Corp - Form 4

(3) Shares withheld for taxes upon partial vesting of restricted stock units granted on February 12, 2015.

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.