

STUBBS MICHAEL B
Form 5
January 10, 2006

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

777 THIRD AVENUE, 18TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10017

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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) | (A) or (D) | Amount | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------|--------|--|--|-----------------------------------|
| Common Stock | 11/28/2005 | ^ | G | 500 | D | \$ 0 | 3,290 | D | ^ | |
| Common Stock | 12/16/2005 | ^ | J | 16,332 | A | \$ 0 | 19,622 | D ⁽¹⁾ | ^ | |
| Common Stock | 12/16/2005 | ^ | J | 33,768 | D | \$ 0 | 0 | I | By GRAT ⁽²⁾ | |
| Common Stock | 12/16/2005 | ^ | J | 8,718 | A | \$ 0 | 9,268 | I | By Trust ^{(3) (4)} | |

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| | | | | | | | | | |
|--------------|------------|---|---|-------|---|------|-----------|---|-----------------------|
| Common Stock | 12/16/2005 | Â | J | 8,718 | A | \$ 0 | 9,268 | I | By Trust (4) (5) |
| Common Stock | Â | Â | Â | Â | Â | Â | 49,484 | I | By GRAT |
| Common Stock | Â | Â | Â | Â | Â | Â | 21,280 | I | By Trust (4) (6) |
| Common Stock | Â | Â | Â | Â | Â | Â | 21,280 | I | By Trust (4) (7) |
| Common Stock | Â | Â | Â | Â | Â | Â | 500 | I | By Spouse (4) |
| Common Stock | Â | Â | Â | Â | Â | Â | 78,972 | I | By Trust (8) |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,084,490 | I | By Trust (9) (10) |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,255,488 | I | By Trust (10) (11) |

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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(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. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | (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 | Â X | Â | Â | Â |

NEW YORK, NY 10017

Signatures

Michael B.
Stubbs

01/10/2006

__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 upon termination of the Michael B. Stubbs 2003 Grantor Retained Annuity Trust of which the Reporting Person was the beneficiary (the "2003 GRAT").
- (2) The Michael B. Stubbs 2003 Grantor Retained Annuity Trust terminated on December 16, 2005 and all shares held by the trust were distributed.
- (3) Represents a distribution of shares pursuant to a remainder interest upon termination of the 2003 GRAT. 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.
- (4) 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.
- (5) Represents a distribution of shares pursuant to a remainder interest upon termination of the 2003 GRAT. 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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 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.
- (11) Shares held by the 1993 Stubbs Family Trust of which the Reporting Person, his spouse and his descendants are beneficiaries.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.