

DOVER Corp  
Form 8-K  
May 11, 2011

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 5, 2011**

**DOVER CORPORATION**

**(Exact Name of Registrant as Specified in Charter)**

**State of Delaware  
(State or Other Jurisdiction  
of Incorporation)**

**1-4018  
(Commission File Number)**

**53-0257888  
(I.R.S. Employer  
Identification No.)**

**3005 Highland Parkway, Suite 200, Downers Grove,  
Illinois  
(Address of Principal Executive Offices)**

**60515  
(Zip Code)**

**(630) 541-1540  
(Registrant's telephone number, including area code)  
(Former Name or Former address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07. Submission of Matters to a Vote of Security Holders**

Dover Corporation (the Company) held its Annual Meeting of Shareholders on May 5, 2011 at which meeting the shareholders (1) elected twelve directors, (2) ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2011, (3) voted on the advisory resolution on executive compensation (the say-on-pay vote) and (4) voted on the advisory resolution on the frequency of future advisory say-on-pay votes on executive compensation.

The breakdown of the shareholder votes on these matters is listed below:

## 1. Election of Directors:

| Director             | For         | Against   | Abstain/Withhold | Broker Non-Vote |
|----------------------|-------------|-----------|------------------|-----------------|
| David H. Benson      | 149,229,849 | 1,091,045 | 78,269           | 10,707,369      |
| Robert W. Cremin     | 145,673,327 | 4,644,738 | 81,098           | 10,707,369      |
| Jean-Pierre M. Ergas | 144,796,457 | 5,543,322 | 59,384           | 10,707,369      |
| Peter T. Francis     | 145,528,174 | 4,807,702 | 63,287           | 10,707,369      |
| Kristiane C. Graham  | 144,924,871 | 5,387,877 | 86,415           | 10,707,369      |
| Robert A. Livingston | 149,660,343 | 683,006   | 55,814           | 10,707,369      |
| Richard K. Lochridge | 144,746,672 | 5,597,136 | 55,355           | 10,707,369      |
| Bernard G. Rethore   | 149,894,856 | 439,922   | 64,385           | 10,707,369      |
| Michael B. Stubbs    | 149,379,279 | 961,676   | 58,208           | 10,707,369      |
| Stephen M. Todd      | 150,116,051 | 218,299   | 64,813           | 10,707,369      |
| Stephen K. Wagner    | 150,098,450 | 234,423   | 66,290           | 10,707,369      |
| Mary A. Winston      | 149,462,447 | 872,694   | 64,022           | 10,707,369      |

2. Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2011.

| For         | Against   | Abstain | Broker Non-Vote |
|-------------|-----------|---------|-----------------|
| 159,277,459 | 1,718,027 | 11,046  | 0               |

3. Advisory resolution on executive compensation (the say-on-pay vote).

| For         | Against   | Abstain | Broker Non-Vote |
|-------------|-----------|---------|-----------------|
| 141,737,655 | 8,239,732 | 421,776 | 10,707,369      |

4. Advisory resolution on the frequency of future advisory say-on-pay votes on executive compensation.

| Every Year  | Every Two Years | Every Three Years | Abstain | Broker Non-Vote |
|-------------|-----------------|-------------------|---------|-----------------|
| 134,237,968 | 1,242,576       | 14,763,304        | 155,315 | 10,707,369      |

Following the Board's recommendation of an annual say-on-pay vote, the shareholders voted in favor of that frequency. The Board currently intends to hold annual votes on say-on-pay until the next shareholder frequency advisory vote.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 11, 2011

DOVER CORPORATION  
(Registrant)

By: /s/ Joseph W. Schmidt  
Joseph W. Schmidt, Vice President,  
General Counsel & Secretary