

Livingston Robert
Form 4
February 13, 2018

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 *
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)

02/09/2018

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)
Common Stock	02/09/2018		A	(A) or (D) Amount 13,867 (1)	\$ 0 (1)	214,406	D
Common Stock					18,035	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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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
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Stock Appreciation Right	\$ 97.35	02/09/2018		A	166,410 (2)	02/09/2021(2) 02/09/2028(2)	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 02/13/2018

__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).

Represents grant of restricted stock units ("RSUs") under the 2012 Equity Incentive Plan (the "Plan"). Each RSU represents a contingent right to receive one share of Dover common stock. The RSUs will vest in three annual tranches beginning on March 15, 2019. The Reporting Person is eligible for retirement treatment under the Plan which entitles him to have the RSUs continue to vest following

(1) retirement. Pursuant to the terms of this grant, if the Reporting Person retires prior to the vesting date for any tranche the number of RSUs of that tranche and any other remaining tranche will be adjusted on a pro rata basis based on the number of days he was employed on and after January 1, 2018 divided by 365 (for the first tranche), 730 (for the second tranche) or 1095 (for the third tranche). All forms of equity compensation granted to the Reporting Person on February 9, 2018 are subject to a similar pro rata construct.

The Reporting Person is eligible for retirement treatment under the Plan which entitles him to have the SSARs continue to vest if he retires prior to January 9, 2021. Pursuant to the terms of the grant, if the Reporting Person retires prior to 2/9/2021, the number of SSARs will be adjusted on a pro rata basis based on the number of days he was employed from the period January 1, 2018 through December 31, 2020 divided by 1095.

(2)

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.