

DOVER MOTORSPORTS INC
 Form 4
 November 06, 2007

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 *
CIBELLI MARIO

2. Issuer Name and Ticker or Trading Symbol
DOVER MOTORSPORTS INC [DVD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
52 VANDERBILT AVENUE, 5TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2007

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

(Street)
NEW YORK, NY 10017

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ 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)	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	(A) or (D)	Price
Common Shares, \$0.10 Par Value	11/02/2007		P		16,480	A	\$ 6.4861
Common Shares, \$0.10 Par Value					1,811,063	D ⁽¹⁾	
Common Shares, \$0.10 Par Value					1,811,063	I	See Footnote <u>(2)</u>
Common Shares, \$0.10 Par Value	11/02/2007		P		4,620	A	\$ 6.4861
Common Shares, \$0.10 Par Value					161,886	I	See Footnote <u>(3)</u>

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Value								
Common Shares, \$0.10 Par Value	11/05/2007	P	23,425	A	\$ 6.4374	1,834,488	D ⁽¹⁾	
Common Shares, \$0.10 Par Value						1,834,488	I	See Footnote ⁽²⁾
Common Shares, \$0.10 Par Value	11/05/2007	P	1,275	A	\$ 6.4374	163,161	I	See Footnote ⁽³⁾
Common Shares, \$0.10 Par Value	11/06/2007	P	47,450	A	\$ 6.5	1,881,938	D ⁽¹⁾	
Common Shares, \$0.10 Par Value						1,881,938	I	See Footnote ⁽²⁾
Common Shares, \$0.10 Par Value	11/06/2007	P	2,550	A	\$ 6.5	165,711	I	See Footnote ⁽³⁾
Common Shares, \$0.10 Par Value	11/06/2007	P	5,000	A	\$ 6.5064	1,886,938	D ⁽¹⁾	
Common Shares, \$0.10, Par Value						1,886,938	I	See Footnote ⁽²⁾

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

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nature of Derivative Security Beneficially Owned
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 3 and 4)
										Own

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CIBELLI MARIO 52 VANDERBILT AVENUE 5TH FLOOR NEW YORK, NY 10017		X		
MARATHON PARTNERS, L.P. 52 VANDERBILT AVENUE 5TH FLOOR NEW YORK, NY 10017		X		
CIBELLI CAPITAL MANAGEMENT LLC 52 VANDERBILT AVENUE 4TH FLOOR NEW YORK, NY 10017		X		

Signatures

By: /s/ Mario Cibelli 11/06/2007
**Signature of Reporting Person Date

Marathon Partners, L.P., By: Cibelli Capital Management, LLC, By: /s/ Mario Cibelli 11/06/2007
**Signature of Reporting Person Date

Cibelli Capital Management, LLC, By: /s/ Mario Cibelli 11/06/2007
**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) These securities are owned by Marathon Partners, L.P., which is a Reporting Person.
 The reported securities are directly owned by Marathon Partners, L.P. and may be deemed beneficially owned by Cibelli Capital Management, LLC as General Partner of Marathon Partners, L.P. and Mario Cibelli as managing member of Cibelli Capital Management,
- (2) LLC. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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Mario Cibelli is the managing member of Cibelli Research & Management, L.L.C., a Delaware limited liability company that is an investment management firm which serves as the general partner of Marathon Focus Fund, L.P., a New York limited partnership and serves as the general partner of Marathon Offshore, Ltd., a Cayman Islands limited partnership, each of which is a direct owner of Shares.

- (3) Mr. Cibelli also serves as portfolio manager to a number of separate managed accounts that directly own Shares. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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