

DOVER CORP  
Form 8-K  
November 09, 2005

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**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): November 3, 2005**

**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.)**

**280 Park Avenue, New York, NY  
(Address of Principal Executive Offices)**

**10017  
(Zip Code)**

**(212) 922-1640  
(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 1.01 Entry into a Material Definitive Agreement

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**Item 1.01 Entry into a Material Definitive Agreement**

On November 3, 2005, the Board of Directors of Dover Corporation (the Company ) approved an amendment to the Company s 2005 Equity and Cash Incentive Plan (the Plan ) to provide for stock-settled stock appreciation rights as a type of award that may be granted under the Plan. The conditions and limits on the grant of equity-based incentive compensation remain unchanged. This amendment will become effective on January 1, 2006.

In addition, the Board of Directors also approved an amendment to the Plan to reduce the normal retirement age from 65 to 62. Outstanding grants under the Company s 1995 Stock Option Incentive Plan and 1995 Cash Performance Program were likewise amended. Such amendments became effective on November 3, 2005. The change in normal retirement age was made to coordinate the provisions relating to retirement age among various of the Company s employee benefit plans.

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**SIGNATURES**

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: November 9, 2005

**DOVER CORPORATION**  
(Registrant)

By: /s/ Joseph W. Schmidt

Joseph W. Schmidt, Vice President,  
General Counsel & Secretary