

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  
Number: 3235-0287  
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2005  
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response... 0.5

(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.

**Persons who respond to the collection of  
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.

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