

DOVER CORP
Form 11-K
June 20, 2008

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**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 11-K**

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the fiscal year ended December 31, 2007

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
Act of 1934**

For the transition period from _____

Commission File Number: 2-91561

A: Full title of the plan and the address of the plan, if different from that of the issuer named below:

DOVER CORPORATION RETIREMENT SAVINGS PLAN

B: Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

DOVER CORPORATION

280 Park Avenue

New York, New York 10017

(212) 922-1640

Dover Corporation Retirement Savings Plan
Index to Financial Statements
December 31, 2007 and 2006

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* Other schedules outlined by section 2520.103-10 have been omitted, as they are not applicable.

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Report of Independent Registered Public Accounting Firm

The Plan Administrator

Dover Corporation Retirement Savings Plan

We have audited the accompanying statements of net assets available for benefits of Dover Corporation Retirement Savings Plan as of December 31, 2007 and 2006, and the related statement of changes in net assets available for benefits for the year ended December 31, 2007. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Dover Corporation Retirement Savings Plan as of December 31, 2007 and 2006, and the changes in its net assets available for benefits for the year ended December 31, 2007, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole.

The supplemental schedules of assets (held at end of year) as of December 31, 2007 and of delinquent participant contributions for the year ended December 31, 2007 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic 2007 financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic 2007 financial statements taken as a whole.

/s/ J.H. Cohn LLP

New York, New York

June 19, 2008

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Dover Corporation Retirement Savings Plan
Statements of Net Assets Available for Benefits

<i>(in thousands)</i>	At December 31,	
	2007	2006
Investments at fair value:		
Dover stock fund	\$ 164,966	\$ 203,012
Mutual funds	270,247	375,907
Collective funds	207,073	225,622
Participant loans	25,484	25,803
 Total investments at fair value	 667,770	 830,344
 Receivables:		
Participant contributions receivable	615	1,115
Company contributions receivable	13,105	12,970
 Total receivables	 13,720	 14,085
 Payables:		
Excess contributions payable	(206)	
 Net assets available for benefits	 \$ 681,284	 \$ 844,429

See Notes to Financial Statements

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Dover Corporation Retirement Savings Plan
Statement of Changes in Net Assets Available for Benefits

	For the Year Ended December 31, 2007
<i>(in thousands)</i>	
Investment income:	
Interest	\$ 1,582
Dividends	4,097
Net realized and unrealized appreciation in fair value of investments	25,036
Total investment income	30,715
 Additions:	
Participant contributions	36,909
Company contributions	23,942
Rollovers	2,588
Total additions	63,439
 Deductions:	
Distributions	(92,019)
Net transfers of plan assets out to unaffiliated plans	(165,280)
Total deductions	(257,299)
 Net decrease in net assets available for benefits	 (163,145)
 Net assets available for benefits	
Beginning of year	844,429
End of year	\$ 681,284

See Notes to Financial Statements

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Dover Corporation Retirement Savings Plan
Notes to Financial Statements

1. Description of the Plan

The following description of Dover Corporation Retirement Savings Plan (the Plan) provides only general information. This description of the provisions of the Plan is governed in all respects by the detailed terms and conditions contained in the Plan itself. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established to encourage and facilitate retirement savings and investment by eligible employees of Dover Corporation and its subsidiaries (Dover). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 as amended (ERISA).

The assets of the Plan that are invested in Dover stock are in a separate fund (Dover Stock Fund) which constitutes an Employee Stock Ownership Plan (an ESOP) under certain sections of the Internal Revenue Code. The Plan gives participants the option to receive dividends in cash with respect to the stock held in the Dover Stock Fund, which then allows Dover to deduct for Federal income tax purposes the dividends that are paid with respect to the stock in such Fund, regardless of whether participants actually receive the dividends in cash.

In June 2006, the Plan's recordkeeper and trustee, Ameriprise Financial was acquired by Wachovia Corporation (the Trustee), although the transfer of the Plan's administration and trusteeship to Wachovia did not occur until April 2007. The Trustee has been granted authority by Dover's Pension Committee (the Plan Administrator), appointed by the Board of Directors, to purchase and sell securities.

Eligibility

Participating companies of Dover (the Employers) may participate in (i) the employee salary contribution and matching contribution features of the Plan, (ii) the profit-sharing contribution feature of the Plan, or (iii) both.

Generally, all employees of participating companies who reached age 21 are immediately eligible to participate in the Plan.

Automatic Enrollment

The Plan has an automatic enrollment feature for all Employers (except for employee groups covered by collective bargaining agreements that have not authorized such feature). All eligible employees are enrolled automatically in the Plan at a 3% pre-tax contribution rate unless they formally opt-out of the Plan within 30 days or elect to contribute at a higher or lower rate. All of such participants receive an immediate company match (where Employers make matching contributions), with the participant generally becoming fully vested in such matching contributions after attaining one year of service. Pre-tax contributions of participants who are automatically enrolled in the Plan will be invested in the appropriate Manning & Napier Retirement Target Collective Investment Trust Fund (CIT) (see Note 3) based on the participant's date of birth unless the participant elects other investments permitted under the Plan.

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Dover Corporation Retirement Savings Plan
Notes to Financial Statements

Contributions

Employee

Employee pre-tax deferrals from eligible compensation to the Plan are voluntary. Eligible compensation generally includes salary and wages, commissions and certain bonuses. Generally, a participant may elect to exclude from 1% to 50% (in whole percentages) of his or her eligible compensation (Participant Contribution) from current taxable income by having such amount contributed to his or her account in the Plan. The amount contributed by a participant is subject to applicable Internal Revenue Code limits, and the percentage of compensation contributed by highly compensated employees may be further limited to enable the Plan to satisfy nondiscrimination requirements. In addition, the Internal Revenue Code limits to \$225,000 for 2007 and \$220,000 for 2006 (as adjusted for future statutory changes) the amount of compensation that may be taken into account under the Plan.

Employer

Most Employers make matching contributions to the Plan equal to a percentage of the first 6% of participants compensation contributed to the Plan (the Employer Matching Contribution). At the discretion of an Employer s board of directors, an additional year-end Employer Matching Contribution may be made to the Plan on behalf of participants employed on the last day of the year. Basic and year-end matching contributions are subject to an aggregate limit on such contributions of 200% of the first 6% of each participant s compensation contributed to the Plan. Employer Matching Contributions may be made in the form of cash or Dover stock. Historically, Dover has only contributed cash to the Plan, which is then used to purchase the Dover stock credited to the participant s accounts. An Employer also may elect to make profit sharing contributions for a Plan year with respect to its employees who have satisfied the age and service requirements specified by such employer. Such contributions are allocated in proportion to the compensation of participants who are employed by that Employer and are employees on the last day of the Plan year whether or not they have deferred any of their compensation into the Plan.

Vesting

Participants are fully vested immediately with respect to their own contributions. Employer Matching Contributions for all participants generally are vested after the participant completes a one year service vesting requirement. Generally, in any Plan year in which a participant does not receive the maximum Employer Matching Contribution to which he or she is entitled (due to periodic payroll-based limitations), the Employer will make a true-up (year-end reconciling Employer Matching Contribution). To be entitled to a true-up contribution, a participant must either be an active employee as of December 31 of the Plan year or his or her employment must have terminated during the Plan year due to death, permanent disability or retirement.

A participant s profit-sharing account vests at the rate of 20% per year of service (except in the case of certain Employers whose employees Profit-Sharing Contribution accounts are immediately vested). Generally, a participant s profit-sharing account becomes fully vested after five years of service, upon the participant s attainment of age 65 while he or she is a Dover employee, in the event of his or her death or permanent disability while a Dover employee, or if the Plan is terminated.

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Dover Corporation Retirement Savings Plan
Notes to Financial Statements

Distributions and Forfeitures

A participant's vested account balance in the Plan is distributable following the participant's retirement, death or other termination of employment. Unvested amounts are forfeited and used to reduce future Employer contributions. At December 31, 2007 and 2006, accumulated forfeited unvested amounts totaled \$907,499 and \$821,742, respectively. During 2007, \$382,882 of the forfeiture balance in the Plan was used to offset current year employer contributions. Hardship withdrawals are permitted for any participants who demonstrate a financial hardship which meets Internal Revenue Service regulations to be considered an immediate and heavy financial need. The hardship withdrawal amount is limited to the amount necessary to satisfy the financial need, plus taxes. Otherwise, the Plan does not permit withdrawals (except for loans) during a participant's active employment.

Distributions from the Plan are generally made in the form of single lump sum payments, although, the Plan allows installment distribution payments in the case of fully vested terminated participants who have reached age 55.

Participant Loans

A participant may apply for a loan at any time. Effective September 1, 2005, the Plan reduced the maximum amount of loans per participant that may be outstanding at any one time from three to two. Loans outstanding prior to September 1, 2005 are grandfathered under the prior Plan provision. Loans are repaid in equal installments through payroll deductions over a maximum of 30 years (for a principal residence loan) and a minimum of 1 year. The minimum a participant may borrow is \$1,000, and the maximum amount is determined by the balance in the participant's vested account as of the Plan's valuation date preceding the loan request, in accordance with the Internal Revenue Code, per the following schedule:

Vested Account Balance	Allowable Loan
Less than or equal to \$100,000	Up to 50% of Vested Account Balance
More than \$100,000	\$50,000
In addition, no loan may be granted which exceeds \$50,000 reduced by the highest aggregate outstanding loan balance of the participant during the 12 months preceding the date of the loan. Current outstanding loans bear interest from 4.0% to 10.25%.	

Allocation Provisions

Subject to the Plan's excessive trading restrictions, each participant has the right to direct the entire amount of his or her Plan account to be invested in one or more of the available investment funds in multiples of one percent. Each participant has the right during any business day to transfer all or any portion of the amount in his or her account (including the amount attributable to Employer Matching Contributions) among the investment funds except that participants who are considered Dover insiders may complete transfers involving Dover stock only during designated window periods.

Each participant has the right to roll over into the Plan certain distributions from other qualified plans or conduit IRAs.

Participants are entitled to vote with respect to any Dover shares in their account in the Plan in the same manner as other Dover stockholders.

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Dover Corporation Retirement Savings Plan
Notes to Financial Statements

Administrative Expenses

Certain administrative expenses of the Plan related to the Trustee, recordkeeping, legal and audit fees are paid by Dover. Fees or commissions associated with each of the investment options and certain administrative expenses of the Plan are paid primarily by participants as a deduction from the amount invested or as an offset to investment earnings and such costs are included in the appreciation or depreciation in fair value of investments recorded in the Statement of Changes in Net Assets Available for Benefits.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements were prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Investments Valuation

Investments consisting of common shares in Dover are valued at the closing market price on the last business day of the Plan year based on quotations from national securities exchanges. Investments in registered mutual and collective funds are carried at the fair value of their underlying assets as of the last business day of the Plan year as determined by their respective investment managers.

Participant loans receivable are valued at cost (outstanding value), which approximates fair value.

Investments Transactions and Income Recognition

Purchases and sales of investment securities are reflected on a trade-date basis. Gains and losses on sales of investment securities are determined on the average cost method. Funds temporarily awaiting investment are placed in a short-term investment fund of the Trustee where they earn the prevailing market rate of interest.

Dividend income is recorded on the ex-dividend date. Interest income from other investments is recorded as earned.

The Plan presents in the Statement of Changes in Net Assets Available for Benefits the appreciation or depreciation in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation or depreciation on those investments.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for various investment options in any combination of stocks, bonds, mutual funds and other investment securities. Investment securities are exposed to various risks, including, but not limited to, interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially

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Dover Corporation Retirement Savings Plan

Notes to Financial Statements

affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits and Statement of Changes in Net Assets Available for Benefits.

Distributions to Participants

Distributions to participants are recorded in the Plan's financial statements when paid.

Plan Termination

Although it has not expressed any intent to do so, Dover has the right under the Plan to discontinue all contributions at any time and to terminate the Plan, subject to the provisions of the Plan, ERISA and the Internal Revenue Code. In the event of termination, participants will become 100% vested in their Plan accounts.

3. Investments

Effective as of July 2, 2007, five new funds were added to the investment options available under the Plan and four investment options were removed from the investments allowed under the Plan. The funds that are no longer available under the Plan are the AIM Constellation Fund (A), RiverSource Disciplined Equity Fund (R4), RiverSource Trust Emerging Growth Fund II (CTF) and Templeton Foreign Fund (A).

Descriptions of the new funds added in July 2007 are as follows:

The American Funds Growth Fund of America (R-4) invests in equities of companies based outside of the United States and seeks to invest primarily in common stocks of companies (small or large cap) that appear to offer opportunities for growth of capital.

The Wachovia Disciplined International Core Equity Fund (K) seeks to achieve consistent, long-term value-added performance using a disciplined approach to identifying market misvaluations and market inefficiencies that represent opportunities. The investment strategy uses security selection rather than focusing on a market or country, sector etc.

The Hartford Small Company HLS Fund (IA) seeks growth of capital by investing primarily in small cap equity securities selected on the basis of potential for capital appreciation.

The Northern Trust Small Cap Value Fund seeks long-term capital appreciation by investing principally in equity securities of companies with market capitalizations that are below the median capitalization of stocks listed on the New York Stock Exchange.

The Pacific Capital Small Cap Fund (Y) seeks long-term capital appreciation by investing in a diversified portfolio of common stocks of smaller U.S. Companies and securities that are convertible into common stocks.

In addition, the Plan also offered the following investment funds during 2007:

The Dover Stock Fund invests in Dover common stock and contains a nominal balance in money market instruments for liquidity purposes. This account holds shares of Dover common stock purchased through employee and employer contributions.

The Income Fund (formerly the RiverSource Income Fund II) invests primarily in the RiverSource Trust Income Fund II, which invests in AAA credit quality bonds, traditional insurance contracts and other money market instruments.

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Notes to Financial Statements

The PIMCO Total Return Fund (Administrative Class) invests primarily in a portfolio of intermediate maturity fixed income securities, with investments in U.S. treasury, corporate and mortgage-backed bonds. The fund also invests in U.S. Dollar and non U.S. Dollar denominated securities of non U.S. issuers and money market instruments.

The RiverSource Balanced Fund invests in a balanced mix of U.S. stocks and fixed income securities.

The RiverSource Large Cap Equity Fund seeks to provide shareholders with long-term capital growth. The Large Cap Fund offers exposure across the large cap spectrum to core, growth and value stocks within a single portfolio.

The RiverSource Trust Equity Index Fund I (CTF) seeks to achieve the rate of return of the Standard & Poor's 500 Index. The fund invests in some or all of the companies upon which the Standard & Poor's 500 Index is based.

The Davis New York Venture Fund (A) seeks long-term capital growth. The fund invests the majority of its assets in companies that have achieved a dominant or growing market share, are well managed and can be purchased at value prices.

The Neuberger Berman Genesis Fund (Tr) invests primarily in undervalued stocks of small-capitalization companies, which it defines as those companies with a total market value of no more than \$2 billion as measured at the time the fund first invests.

The American Funds Capital World Growth and Income Fund seeks to provide investors with long-term growth of capital while providing current income by investing primarily in common stocks and bonds of well-established companies located around the world.

The Manning & Napier Retirement Target CIT Funds (2010, 2020, 2030, 2040 & Target Income) adjust the investment allocation from a more aggressive mix at younger ages to an increasingly more conservative mix at older ages as the participant approaches his or her retirement date.

The fair value of investments that individually represent 5% or more of the Plan's net assets available for benefits at the end of each year presented are denoted with an asterisk in the following table:

<i>(in thousands)</i>	At December 31,	
	2007	2006
Dover Stock Fund	\$ 164,966 *	\$ 203,012
Income Fund	85,832 *	126,034
Neuberger Berman Genesis Fund	53,200 *	72,354
RiverSource Trust Equity Index Fund I	52,133 *	26,564
RiverSource Large Cap Equity Fund	49,080 *	65,678
American Funds Capital World Growth and Income Fund	38,855 *	38,075
Davis New York Venture Fund	36,228 *	54,152
RiverSource Disciplined Equity Fund (A)		44,387

(A) - Fund no longer
an investment
option at the end

of 2007.

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Notes to Financial Statements

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	For the Year Ended December 31, 2007
<i>(in thousands)</i>	
Dover Stock Fund	\$ (9,236)
Mutual funds	25,496
Collective funds	8,776
	\$ 25,036

4. Related-Party Transactions

Certain Plan investments are shares of mutual or collective funds managed by the Trustee or companies owned by the Trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Dover as the Plan sponsor is also a related party in accordance with Section 3.14 of ERISA.

5. Income Tax Status

Dover has previously received a tax determination letter dated July 29, 2004 from the Internal Revenue Service stating that the Plan, as then designed, was in compliance with the provisions of Section 401 of the Internal Revenue Code, and that its related trust is exempt from Federal income taxes. The Plan has been amended since receiving the determination letter. However, Dover believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the Internal Revenue Code.

6. Transfers In and Transfers Out

The following transfers involve companies that are, or were, indirect, wholly-owned subsidiaries of Dover. All assets have been transferred into or transferred out of the Plan at fair value as of the date indicated.

On January 22, 2007, assets amounting to approximately \$176.0 million were transferred out of the Plan (as a trust-to-trust transfer of assets) into a qualified plan set up for those participants who were part of the divestiture of Universal Instruments, Vitronics-Soltec and Hover-Davis to Francisco Partners.

In addition, approximately \$10.0 million in assets were transferred into the Plan (as a trust-to-trust transfer of assets) due to the following three plan mergers: (1) Voltronics Profit Sharing Plan effective July 1, 2007, (2) OK International Savings & Retirement Plan effective August 1, 2007 and (3) OPW Fueling Containment Systems, Inc. 401(k) Plan effective November 1, 2007.

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Notes to Financial Statements

7. Reconciliation of Financial Statements to Form 5500*(in thousands)*

	At December 31,	
	2007	2006
Net assets available for benefits per the accompanying financial statements	\$ 681,284	\$ 844,429
Deemed distributed loans	(450)	(621)
Net assets available for benefits per Form 5500	\$ 680,834	\$ 843,808

(in thousands)

	For the Year Ended December 31, 2007	
Total distributions per the accompanying financial statements	\$	92,019
Deemed distributed loans offset by total distributions		(155)
Change in deemed distributed loans		(16)
Total distributions per Form 5500	\$	91,848

8. Nonexempt Transactions

As reported on the supplemental schedule of delinquent participant contributions, certain Plan contributions were not remitted to the Plan within the time frame specified by 29 CFR 2510-3-102 of the Department of Labor's Rules and Regulations for reporting under ERISA, thus constituting nonexempt transactions between the Plan and the Company for the year ended December 31, 2007.

9. Subsequent Events

On December 31, 2007, Crenlo (a wholly-owned subsidiary of Dover Corporation) sold its Florence plant location and made a trust-to-trust transfer of Plan assets in the amount of approximately \$2.1 million on February 1, 2008 into a qualified plan set up for those participants who were part of the divestiture to Angus Palm.

On May 2, 2008, assets amounting to approximately \$1.0 million were transferred into the Plan from the Bayne Machine Works, Inc. (a wholly-owned subsidiary of Dover Corporation) 401(k) Retirement Plan. Bayne Machine Works, Inc. began participating in the Plan on May 1, 2008.

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EIN#
53-0257888
Plan# 030

Dover Corporation Retirement Savings Plan
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
At December 31, 2007
(dollars in thousands)

(a)	(b)	(c)	(e)
	Identity of Issuer, Borrower, Lender, etc.	Description of Investment	Fair Value
*	Dover Stock Fund (3,296,292 shares)	Common stock fund	\$ 164,966
*	RiverSource Balanced Fund	Mutual funds	15,783
	Davis New York Venture Fund	Mutual funds	36,228
	Neuberger Berman Genesis Fund	Mutual funds	53,200
	PIMCO Total Return Fund	Mutual funds	21,812
*	RiverSource Large Cap Equity Fund	Mutual funds	49,080
	American Funds Growth Fund of America	Mutual funds	20,666
	Pacific Capital Small Cap Fund	Mutual funds	553
	Hartford Small Co. HLS Fund	Mutual funds	9,062
	Northern Trust Small Cap Value Fund	Mutual funds	217
	Wachovia Disciplined Int 1 Core Equity Fund	Mutual funds	24,791
	American Funds Capital World Growth and Income Fund	Mutual funds	38,855
	Manning & Napier Retirement Target Income CIT Fund	Collective funds	11,065
	Manning & Napier Retirement Target CIT Fund 2010	Collective funds	16,690
	Manning & Napier Retirement Target CIT Fund 2020	Collective funds	6,945
	Manning & Napier Retirement Target CIT Fund 2030	Collective funds	28,870
	Manning & Napier Retirement Target CIT Fund 2040	Collective funds	5,538
*	RiverSource Trust Equity Index Fund I	Collective funds	52,133
*	Income Fund	Collective funds	85,832
*	Loan fund, interest rate varies from 4.0% to 10.25%, maturity dates vary from January 1, 2008 to October 15, 2037	Loans	25,484
	Total		\$ 667,770

* Denotes party-in-interest

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EIN#
53-0257888
Plan# 030

**Dover Corporation Retirement Savings Plan
Schedule H, line 4a - Schedule of Delinquent Participant Contributions
Year Ended December 31, 2007
(dollars in thousands)**

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions
\$41	\$41
13	

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

DOVER CORPORATION
RETIREMENT SAVINGS PLAN

Dated: June 20, 2008

By: /s/ Joseph W. Schmidt

Joseph W. Schmidt, Vice President,
General Counsel, Secretary and
Member of the Pension Committee
(Plan Administrator)

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EXHIBIT INDEX

23.1 Consent of J.H. Cohn LLP

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