

Edgar Filing: DOVER CORP - Form SC 13G/A

DOVER CORP
Form SC 13G/A
February 13, 2008

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(AMENDMENT NO. 3) (1)

Dover Corp.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

260003108

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, SEE the NOTES).

CUSIP NO. 260003108

SCHEDULE 13G

PAGE 2 OF 7 PAGES

- 1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Trustees of General Electric Pension Trust
I.R.S. # 14-6015763

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3. SEC USE ONLY

- 4. CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

- 5. SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

- 6. SHARED VOTING POWER

2,980,117

- 7. SOLE DISPOSITIVE POWER

None

- 8. SHARED DISPOSITIVE POWER

2,980,117

- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,980,117

- 10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []
(SEE INSTRUCTIONS)

- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.50% (5.25% if aggregated with the shares beneficially owned by the other Reporting Persons (as defined in the Introductory Note)) (2)

- 12. TYPE OF REPORTING PERSON*

EP

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*SEE INSTRUCTIONS BEFORE FILLING OUT

(2) This percentage is based on 198,716,107 shares of Common Stock outstanding as of October 19, 2007, as set forth in the Issuer's Form 10-Q/A for the quarterly period ended September 30, 2007.

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- =====
1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

GE Asset Management Incorporated, as Investment Manager of GEPT (as defined below) and as Investment Adviser to certain other entities and accounts
I.R.S. #06-1238874

-
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

-
3. SEC USE ONLY

-
4. CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

-
5. SOLE VOTING POWER

7,444,342

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

-
6. SHARED VOTING POWER

2,980,117

-
7. SOLE DISPOSITIVE POWER

7,444,342

-
8. SHARED DISPOSITIVE POWER

2,980,117

-
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,424,459

-
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

-
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.25%(3)

-
12. TYPE OF REPORTING PERSON*

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IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

(3) This percentage is based on 198,716,107 shares of Common Stock outstanding as of October 19, 2007, as set forth in the Issuer's Form 10-Q/A for the quarterly period ended September 30, 2007.

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SCHEDULE 13G

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- 1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

General Electric Company
I.R.S. #14-0689340

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3. SEC USE ONLY

- 4. CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

- 5. SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

- 6. SHARED VOTING POWER

Disclaimed (see 9 below)

- 7. SOLE DISPOSITIVE POWER

None

- 8. SHARED DISPOSITIVE POWER

Disclaimed (see 9 below)

- 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Beneficial ownership of all shares disclaimed by General Electric Company

- 10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

Disclaimed (see 9 above)

- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Not Applicable (see 9 above)

- 12. TYPE OF REPORTING PERSON*

CO

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*SEE INSTRUCTIONS BEFORE FILLING OUT

INTRODUCTORY NOTE: This Amendment No. 3 amends the Statement on Schedule 13G filed on behalf of General Electric Company, a New York corporation ("GE"), GE Asset Management Incorporated, a Delaware corporation and a wholly owned subsidiary of GE ("GEAM") and the Trustees of General Electric Pension Trust, a New York common law trust ("GEPT"), on February 14, 2005, as amended on February 14, 2006 and as amended on February 12, 2007 (as amended, the "Schedule 13G"). This Amendment No. 3 is filed on behalf of GE, GEAM and GEPT (collectively, the "Reporting Persons"). GEAM is a registered investment adviser and acts as Investment Manager of GEPT and as Investment Adviser to certain other entities and accounts. GEAM may be deemed to be the beneficial owner of 2,980,117 shares of Common Stock of Dover Corp. (the "Issuer") owned by GEPT and of 7,444,342 shares of Common Stock of the Issuer owned by such other entities and accounts. GEAM and GEPT each expressly disclaim that they are members of a "group." GE disclaims beneficial ownership of all shares and expressly disclaims that it is a member of a "group."

The Items of the Schedule 13G are hereby amended to read as follows:

Item 4 Ownership

| | GEPT | GEAM | GE |
|---|-----------|------------|------------|
| (a) Amount beneficially owned | 2,980,117 | 10,424,459 | Disclaimed |
| (b) Percent of class | 1.50% | 5.25% | Disclaimed |
| (c) No. of shares to which person has | | | |
| (i) sole power to vote or direct the vote | None | 7,444,342 | None |
| (ii) shared power to vote or direct the vote | 2,980,117 | 2,980,117 | Disclaimed |
| (iii) sole power to dispose or to direct disposition | None | 7,444,342 | None |
| (iv) shared power to dispose or to direct disposition | 2,980,117 | 2,980,117 | Disclaimed |

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2008

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GENERAL ELECTRIC PENSION TRUST

By: GE Asset Management Incorporated, its
Investment Manager

By: /s/ Michael M. Pastore

Name: Michael M. Pastore
Title: Senior Vice President - Deputy Gen.
Counsel & Asst. Secretary

GE ASSET MANAGEMENT INCORPORATED

By: /s/ Michael M. Pastore

Name: Michael M. Pastore
Title: Senior Vice President - Deputy Gen.
Counsel & Asst. Secretary

GENERAL ELECTRIC COMPANY

By: /s/ James W. Ireland III

Name: James W. Ireland III
Title: Vice President

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SCHEDULE I

JOINT FILING AGREEMENT

This will confirm the agreement by and between all the undersigned that the Schedule 13G on or about this date and any amendments thereto with respect to the beneficial ownership by the undersigned of shares of the Common Stock of Dover Corp. is being filed on behalf of each of the undersigned.

Dated: February 13, 2008

GENERAL ELECTRIC PENSION TRUST

By: GE Asset Management Incorporated, its
Investment Manager

By: /s/ Michael M. Pastore

Name: Michael M. Pastore
Title: Senior Vice President - Deputy Gen.
Counsel & Asst. Secretary

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GE ASSET MANAGEMENT INCORPORATED

By: /s/ Michael M. Pastore

Name: Michael M. Pastore
Title: Senior Vice President - Deputy Gen.
Counsel & Asst. Secretary

GENERAL ELECTRIC COMPANY

By: /s/ James W. Ireland III

Name: James W. Ireland III
Title: Vice President

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