

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q/A No.1

Quarterly Report Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

For six months ended June 30, 2000

Commission File No. 1-4018

DOVER CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware  
(State of Incorporation)

53-0257888  
(I.R.S. Employer Identification No.)

280 Park Avenue, New York, NY  
(Address of principal executive offices)

10017  
(Zip Code)

Registrant's telephone number, including area code: (212) 922-1640

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes X No

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The number of shares outstanding of the Registrant's common stock as of the close of the period covered by this report was 203,074,480.

## PART II OTHER INFORMATION

The undersigned Registrant hereby amends Item 4 in its Quarterly Report on Form 10-Q for the period ended June 30, 2000, and restates it in its entirety as follows:

"Item 4. Submission of Matter to Vote of Security Holders

The Annual Meeting of Stockholders was held in Wilmington, Delaware on April 25, 2000. Stockholders representing 171,687,002 shares of common stock, or approximately 85% of the outstanding stock, were present in person or by proxy.

All of the nominees for director, namely David H. Benson, Kristiane C. Graham, Jean-Pierre M. Ergas, Roderick J. Fleming, James J. Koley, Richard K. Lochridge, Thomas L. Reece, Gary L. Roubos, and Michael B. Stubbs were elected directors for a one year term, each receiving at least 163,530,317 votes.

The stockholders also re-approved the performance goals under the Company's 1995 Cash Performance program with 167,791,669 votes in favor, or 97.3% of the votes cast."

Signatures

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

DOVER CORPORATION

Date: October 2, 2000  
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/s/ David S. Smith  
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David S. Smith, Chief Financial Officer,  
Vice President, Finance

Date: October 2, 2000  
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/s/ George F. Meserole  
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George F. Meserole, Chief Accounting  
Officer, Vice President and Controller