

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: February 7, 2001

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

Delaware
(State or Other
Jurisdiction of
Incorporation)

1-4018
(Commission
File Number)

53-0257888
(IRS 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)

ITEM 5. OTHER EVENTS.

On October 5, 2000, Dover Corporation (the "Company") filed with the Securities and Exchange Commission a Registration Statement on Form S-3, as amended on November 15, 2000 (File No. 333-47396) (the "Registration Statement"), registering \$1,000,000,000 of debt securities under Rule 415 of the Securities Act of 1933, as amended. The trustee under the indenture relating to such securities will be Bank One Trust Company, N.A. The statement of eligibility under the Trust Indenture Act of 1939 of Bank One Trust Company, N.A., as trustee, which is Exhibit 25 to the Registration Statement, is filed herewith on Form T-1.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) The following exhibits are filed as part of this Report:

- 25 Statement of Eligibility under the Trust Indenture Act of 1939 of a Corporation Designated to Act as Trustee on Form T-1 (with respect to Registration Statement No. 333-47396).

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 hereunto duly authorized.

DOVER CORPORATION

Date: February 7, 2001

By: /s/ Robert G. Kuhbach

Name: Robert G. Kuhbach
Title: Vice President, General Counsel
and Secretary

EXHIBIT INDEX

Exhibits

- 25 Statement of Eligibility under the Trust Indenture Act of 1939 of a Corporation Designated to Act as Trustee on Form T-1 (with respect to Registration Statement No. 333-47396).

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM T-1

STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939
OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY
OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)

Bank One Trust Company, National Association
(Exact name of trustee as specified in its charter)

A National Banking Association

31-0838515
(I.R.S. employer
identification number)

100 East Broad Street, Columbus, Ohio
(Address of principal executive offices)

43271-0181
(Zip Code)

Bank One Trust Company, N.A.
One North State Street, 9th Floor
Chicago, Illinois 60602

Attn: Sandra L. Caruba, Vice President and Senior Counsel, (312) 336-9436
(Name, address and telephone number of agent for service)

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

Delaware
(State or other jurisdiction of
incorporation or organization)

53-6257888
(I.R.S. employer
identification number)

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

10017
(ZIP Code)

Debt Securities
(Title of Indenture Securities)

ITEM 1. GENERAL INFORMATION. FURNISH THE FOLLOWING INFORMATION AS TO THE TRUSTEE:

(a) NAME AND ADDRESS OF EACH EXAMINING OR SUPERVISING AUTHORITY TO WHICH IT IS SUBJECT.

Comptroller of Currency, Washington, D.C.;
Federal Deposit Insurance Corporation,
Washington, D.C.; The Board of Governors of
the Federal Reserve System, Washington D.C.

(b) WHETHER IT IS AUTHORIZED TO EXERCISE CORPORATE TRUST POWERS.

The trustee is authorized to exercise corporate trust powers.

ITEM 2. AFFILIATIONS WITH THE OBLIGOR. IF THE OBLIGOR IS AN AFFILIATE OF THE TRUSTEE, DESCRIBE EACH SUCH AFFILIATION.

No such affiliation exists with the trustee.

ITEM 16. LIST OF EXHIBITS. LIST BELOW ALL EXHIBITS FILED AS A PART OF THIS STATEMENT OF ELIGIBILITY.

1. A copy of the articles of association of the trustee now in effect.*
2. A copy of the certificate of authority of the trustee to commence business.*
3. A copy of the authorization of the trustee to exercise corporate trust powers.*
4. A copy of the existing by-laws of the trustee.*
5. Not Applicable.
6. The consent of the trustee required by Section 321(b) of the Act.

7. A copy of the latest report of condition of the trustee published pursuant to law or the requirements of its supervising or examining authority.
8. Not Applicable.
9. Not Applicable.

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Bank One Trust Company, National Association, a national banking association organized and existing under the laws of the United States of America, has duly caused this Statement of Eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Chicago and State of Illinois, on the 1st day of February, 2001.

BANK ONE TRUST COMPANY, NATIONAL ASSOCIATION,
TRUSTEE

BY /S/SANDRA L. CARUBA

SANDRA L. CARUBA
VICE PRESIDENT

* Exhibits 1, 2, 3, and 4 are herein incorporated by reference to Exhibits bearing identical numbers in Item 16 of the Form T-1 of Bank One Trust Company, National Association, filed as Exhibit 25 to the Registration Statement on Form S-4 of U S WEST Communications, Inc., filed with the Securities and Exchange Commission on March 24, 2000 (Registration No. 333-32124).

EXHIBIT 6

THE CONSENT OF THE TRUSTEE REQUIRED
BY SECTION 321(b) OF THE ACT

February 1, 2001

Securities and Exchange Commission
Washington, D.C. 20549

Ladies and Gentlemen:

In connection with the qualification of an indenture between Dover Corporation and Bank One Trust Company, National Association, as Trustee, the undersigned, in accordance with Section 321(b) of the Trust Indenture Act of 1939, as amended, hereby consents that the reports of examinations of the undersigned, made by Federal or State authorities authorized to make such examinations, may be furnished by such authorities to the Securities and Exchange Commission upon its request therefor.

Very truly yours,

BANK ONE TRUST COMPANY, NATIONAL ASSOCIATION

BY: /S/SANDRA L. CARUBA

SANDRA L. CARUBA
VICE PRESIDENT

EXHIBIT 7

Legal Title of Bank: Bank One Trust Company, N.A. Call Date: 09/30/00 State #: 391581 FFIEC 032
 Address: 100 Broad Street Vendor ID: D Cert #: 21377 Page RC-1
 City, State Zip: Columbus, OH 43271 Transit #: 04400003

CONSOLIDATED REPORT OF CONDITION FOR INSURED COMMERCIAL
 AND STATE-CHARTERED SAVINGS BANKS FOR SEPTEMBER 30, 2000

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding of the last business day of the quarter.

SCHEDULE RC-BALANCE SHEET

		DOLLAR AMOUNTS IN THOUSANDS	C300
	RCON		----

ASSETS			
1. Cash and balances due from depository institutions (from Schedule RC-A):	RCON		

a. Noninterest-bearing balances and currency and coin(1).....	0081	107,647	1.a
b. Interest-bearing balances(2).....	0071	19,256	1.b
2. Securities			
a. Held-to-maturity securities (from Schedule RC-B, column A).....	1754	0	2.a
b. Available-for-sale securities (from Schedule RC-B, column D).....	1773	4,003	2.b
3. Federal funds sold and securities purchased under agreements to resell	1350	637,978	3.
4. Loans and lease financing receivables:	RCON		

a. Loans and leases, net of unearned income (from Schedule RC-C).....	2122	220,388	4.a
b. LESS: Allowance for loan and lease losses.....	3123	1,201	4.b
c. LESS: Allocated transfer risk reserve.....	3128	0	4.c
	RCON		

d. Loans and leases, net of unearned income, allowance, and reserve (item 4.a minus 4.b and 4.c).....	2125	219,187	4.d
5. Trading assets (from Schedule RD-D).....	3545	0	5.
6. Premises and fixed assets (including capitalized leases).....	2145	25,122	6.
7. Other real estate owned (from Schedule RC-M).....	2150	0	7.
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M).....	2130	0	8.
9. Customers' liability to this bank on acceptances outstanding.....	2155	0	9.
10. Intangible assets (from Schedule RC-M).....	2143	14,726	10.
11. Other assets (from Schedule RC-F).....	2160	335,321	11.
12. Total assets (sum of items 1 through 11).....	2170	1,363,267	12.

- (1) Includes cash items in process of collection and unposted debits.
 (2) Includes time certificates of deposit not held for trading.

Legal Title of Bank:	Bank One Trust Company, N.A.	Call Date: 09/30/00	State #: 391581	FFIEC 032
Address:	100 East Broad Street	Vendor ID: D	Cert #: 21377	Page RC-2
City, State Zip:	Columbus, OH 43271	Transit #: 04400003		

SCHEDULE RC-CONTINUED

DOLLAR AMOUNTS IN THOUSANDS

LIABILITIES

	RCN		
13. Deposits:	----		
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part 1).....	2200	1,134,992	13.a
(1) Noninterest-bearing(1).....	6631	663,468	13.a1
(2) Interest-bearing.....	6636	471,524	13.a2
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II).....			
(1) Noninterest-bearing.....			
(2) Interest-bearing.....			
14. Federal funds purchased and securities sold under agreements to repurchase:			
15 a. Demand notes issued to the U.S. Treasury	RCFD 2800	0	14
b. Trading Liabilities (from Schedule RC-D).....	RCN 2840	0	15.a
	RCFD 3548	0	15.b
16. Other borrowed money:	RCN		

a. With original maturity of one year or less.....	2332	0	16.a
b. With original maturity of more than one year.....	A547	0	16.b
c. With original maturity of more than three years.....	A548	0	16.c
17 Not Applicable			
18 Bank's liability on acceptance executed and outstanding.....	2920	0	18.
19. Subordinated notes and debentures.....	3200	0	19.
20. Other liabilities (from Schedule RC-G).....	2930	88,146	20.
21. Total liabilities (sum of items 13 through 20).....	2948	1,223,138	21.
22 Not Applicable			
EQUITY CAPITAL			
23. Perpetual preferred stock and related surplus.....	3838	0	23.
24. Common Stock.....	3230	800	24.
25. Surplus (exclude all surplus related to preferred stock).....	3839	45,157	25.
26 a. Undivided profits and capital reserves.....	3632	94,155	26.a
b. Net unrealized holding gains (losses) on available-for-sale securities.....	8434	17	26.b
c. Accumulated net gains (losses) on cash flow hedges.....	4336	0	26.c
27. Cumulative foreign currency translation adjustments.....			
28. Total equity capital (sum of items 23 through 27).....	3210	140,129	28.
29. Total liabilities, limited-life preferred stock, and equity capital (sum of items 21,22, and 28).....	3300	1,363,267	29.

Memorandum

To be reported only with the March Report of Condition.

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 1996.....	RCFD 6724....	[N/A]	Number M.1.
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- 1 = Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank
- 2 = Independent audit of the bank's parents holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)
- 3 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)
- 4 = Directors' examination of the bank performed by other external auditors (may be required by state chartering authority)
- 5 = Review of the bank's financial statements by external auditors
- 6 = Compilation of the bank's financial statements by external auditors
- 7 = Other audit procedures (excluding tax preparation work)
- 8 = No external audit work

(1) Includes total demand deposits and noninterest-bearing time and savings deposits.