

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 [FEE REQUIRED]

For the fiscal year ended December 31, 1998

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE Act of 1934 [NO FEE REQUIRED]

For the transition period from _____

Commission file number SEC File No. 2-91561

A: DOVER CORPORATION RETIREMENT SAVINGS PLAN
(Full title of the plan)

B: DOVER CORPORATION
280 Park Avenue
New York, New York 10017
212/922-1640

(Name of issuer of the securities held pursuant to the plan
and the address of its principal executive office)

REQUIRED INFORMATION
(as required by items no. 1 thru 3)

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Independent Accountants' Report

To the Participants and Administrator of
Dover Corporation Retirement Savings Plan:

In our opinion, the accompanying statements of net assets available for plan benefits and the related statements of changes in net assets available for plan benefits present fairly, in all material respects, the net assets available for plan benefits of the Dover Corporation Retirement Savings Plan (the "Plan") at December 31, 1998 and 1997, and the changes in net assets available for plan benefits for the years ended December 31, 1998 and 1997 in conformity with generally accepted accounting principles. 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 of these statements in accordance with generally accepted auditing standards which 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, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of Assets Held for Investment Purposes and Reportable Transactions 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. The fund information in the statements of net assets available for plan benefits and the statement of changes in net assets available for plan benefits is presented for purposes of additional analysis rather than to present the net assets available for plan benefits and changes in net assets available for plan benefits of each fund. These supplemental schedules and fund information are the responsibility of the Plan's management. The supplemental schedules and fund information have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

PRICEWATERHOUSECOOPERS LLP

NEW YORK, NEW YORK
June 28, 1999

DOVER CORPORATION
RETIREMENT SAVINGS PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 1998

	PARTICIPANT DIRECTED					
	TOTAL	STOCK FUND	INCOME FUND	EQUITY FUND	GROWTH FUND	BALANCED FUND
ASSETS						
Investments at fair value						
Common stock						
Dover Corporation	\$174,206,608	\$174,206,608	\$ --	\$ --	\$ --	\$ --
Common stock funds	109,905,438	--		48,787,201	48,344,197	
Other funds	79,481,424	--	50,088,140	--	--	20,119,743
Notes receivable from employees	16,977,330	--	--	--	--	--
Employee Contributions receivables	1,180	383	263	212	207	8
Employer Contributions receivables	16,832	7,413	1,545	1,340	2,007	1,279
Total Assets	\$380,588,812	\$174,214,404	\$50,089,948	\$48,788,753	\$48,346,411	\$20,121,030
Net assets available for Plan benefits	\$380,588,812	\$174,214,404	\$50,089,948	\$48,788,753	\$48,346,411	\$20,121,030
		*	*	*	*	*

	PARTICIPANT DIRECTED					
	LOAN FUND	AIM CONSTELLATION FUND	TEMPLETON FUND	HORIZON		
SHORT FUND				MEDIUM FUND	LONG FUND	
ASSETS						
Investments at fair value						
Common stock						
Dover Corporation	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --
Common stock funds		9,576,012	3,198,028			
Other funds	--	--	--	1,892,180	2,791,695	4,589,666
Notes receivable from employees	16,977,330	--	--	--	--	--
Employee Contributions receivables	--	24	8	12	14	49
Employer Contributions receivables	--	1,250	432	378	554	634
Total Assets	\$16,977,330	\$9,577,286	\$3,198,468	\$1,892,570	\$2,792,263	\$4,590,349
Net assets available for Plan benefits	\$16,977,330	\$9,577,286	\$3,198,468	\$1,892,570	\$2,792,263	\$4,590,349

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS.

*THESE INVESTMENTS REPRESENT 5 PERCENT OR MORE OF THE PLAN'S NET ASSETS.

DOVER CORPORATION
RETIREMENT SAVINGS PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 1997

	PARTICIPANT DIRECTED					
	TOTAL	STOCK FUND	INCOME FUND	EQUITY FUND	GROWTH FUND	BALANCED FUND
ASSETS						
Investments at fair value						
Common stock						
Dover Corporation	\$ 201,346,126	\$ 201,346,126	\$ --	\$ --	\$ --	\$ --
Common stock funds	102,932,957	--	--	51,317,368	40,649,961	--
Other funds	77,888,633	--	51,409,898	--	--	20,456,412
Notes receivable from employees	17,938,038	--	--	--	--	--
Employer contributions receivable	(8,211)	(8,211)	--	--	--	--
Total Assets	\$ 400,097,543	\$ 201,337,915	\$51,409,898	\$51,317,368	\$40,649,961	\$20,456,412
LIABILITIES						
Due to (from) other fund	\$ --	\$ 125,286	\$ (226,782)	\$ 23,696	\$ 15,009	\$ 49,065
Total Liabilities	--	125,286	(226,782)	23,696	15,009	49,065
Net assets available for Plan benefits	\$ 400,097,543	\$ 201,212,629	\$ 51,636,680	\$51,293,672	\$40,634,972	\$20,407,347
	*	*	*	*	*	*

	PARTICIPANT DIRECTED					
	LOAN FUND	AIM CONSTELLATION FUND	TEMPLETON FUND	HORIZON		
SHORT FUND				MEDIUM FUND	LONG FUND	
ASSETS						
Investments at fair value						
Common stock						
Dover Corporation	\$ --	\$ --	\$ --	\$ --	\$ --	\$ --
Common stock funds	--	7,445,056	3,520,552	--	--	--
Other funds	--	--	--	944,726	2,178,627	2,898,970
Notes receivable from employees	17,938,038	--	--	--	--	--
Employer contributions receivable	--	--	--	--	--	--
Total Assets	\$17,938,038	\$7,445,056	\$3,520,552	\$944,726	\$2,178,627	\$2,898,970
LIABILITIES						
Due to (from) other fund	\$ --	\$ 13,726	\$ --	\$ --	\$ --	\$ --
Total Liabilities	--	13,726	--	--	--	--
Net assets available for Plan benefits	\$17,938,038	\$7,431,930	\$3,520,552	\$944,726	\$2,178,627	\$2,898,970

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS.

*THESE INVESTMENTS REPRESENT 5 PERCENT OR MORE OF THE PLAN'S NET ASSETS.

DOVER CORPORATION
RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 1998

	PARTICIPANT DIRECTED					
	TOTAL	STOCK FUND	INCOME FUND	EQUITY FUND	GROWTH FUND	BALANCED FUND
Investment Income:						
Interest	\$ 2,086,498	\$ 307,686	\$ 153,414	\$ 62,175	\$ 83,559	\$ 29,031
Dividends	12,797,407	2,187,014	--	4,259,010	2,952,347	2,837,386
Net appreciation (depreciation) in fair value of investments	9,904,346	(4,784,714)	3,138,841	3,638,446	7,635,773	(1,143,358)
	24,788,251	(2,290,013)	3,292,255	7,959,631	10,671,679	1,723,059
Contributions:						
Employees	24,875,352	9,317,204	3,283,473	3,019,585	4,094,230	1,367,436
Employers	9,126,224	9,126,224	--	--	--	--
	34,001,576	18,443,428	3,283,473	3,019,585	4,094,230	1,367,436
Net loans to participants	--	(1,151,988)	(672,571)	(397,494)	(298,017)	(277,905)
Interfund transfers	(0)	(463,745)	3,779,881	265,275	4,549,693	(137,679)
Plan Merger	23,947,338	2,387,421	8,776,184	4,075,845	4,310,316	2,634,587
Plan Spinoff	(69,427,088)	(34,384,149)	(7,347,684)	(10,752,622)	(8,767,012)	(3,026,337)
Plan Conversion	(8,945,641)	--	(3,607,078)	(2,170,742)	(2,726,695)	(441,127)
Rollovers	1,899,306	365,448	557,097	78,328	464,715	49,130
Distributions	(24,588,061)	(10,145,011)	(6,075,217)	(2,860,431)	(2,547,947)	(1,807,407)
Increase (decrease) in net assets available for plan benefits	(19,508,731)	(27,238,609)	1,986,340	(782,624)	9,752,962	83,757
Net assets available for plan benefits Beginning of period	400,097,543	201,212,629	51,636,680	51,293,672	40,634,972	20,407,347
End of period	\$ 380,588,812	\$ 173,974,020	\$ 53,623,020	\$ 50,511,048	\$ 50,387,934	\$ 20,491,104

	PARTICIPANT DIRECTED					
	LOAN FUND	AIM CONSTELLATION FUND	TEMPLETON FUND	HORIZON		
	SHORT FUND	MEDIUM FUND	LONG FUND			
Investment Income:						
Interest	\$ 1,402,664	\$ 43,574	\$ 4,436	\$ 30	\$ (24)	\$ (47)
Dividends	--	234,669	326,980	--	--	--
Net appreciation (depreciation) in fair value of investments	(1)	1,042,685	(560,907)	130,249	295,646	511,686
	1,402,663	1,320,928	(229,491)	130,279	295,622	511,639
Contributions:						
Employees	--	1,456,546	662,850	234,769	477,535	961,725
Employers	--	--	--	--	--	--
	--	1,456,546	662,850	234,769	477,535	961,725
Net loans to participants	1,820,276	(79,275)	(28,661)	(16,974)	(18,516)	(65,286)
Interfund transfers	(8,823,424)	(214,659)	(351,232)	716,590	40,583	638,717
Plan Merger	655,732	686,580	282,776	25,344	36,020	76,532
Plan Spinoff	(3,436,716)	(708,097)	(279,355)	(119,342)	(177,926)	(427,849)
Plan Conversion	--	--	--	--	--	--
Rollovers	--	149,364	26,077	53,897	28,978	126,272
Distributions	--	(467,559)	(408,738)	(76,721)	(68,658)	(130,372)
Increase (decrease) in net assets available for plan benefits	(8,381,468)	2,143,827	(325,775)	947,844	613,636	1,691,379
Net assets available for plan benefits Beginning of period	17,938,038	7,431,330	3,520,552	944,726	2,178,627	2,898,970
End of period	\$ 9,556,570	\$ 9,575,157	\$ 3,194,777	\$ 1,892,570	\$ 2,792,263	\$ 4,590,349

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS.

DOVER CORPORATION
RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 1997

	PARTICIPANT DIRECTED					
	TOTAL	STOCK FUND	INCOME FUND	EQUITY FUND	GROWTH FUND	BALANCED FUND
Investment Income:						
Interest	\$ 1,269,322	\$ 6,806	\$ 4,824	\$ 11,413	\$ 5,841	\$ 3,843
Dividends	15,909,378	1,884,726	--	7,125,891	3,027,766	2,929,403
Net appreciation (depreciation) in fair value of investments	69,713,169	57,766,603	3,059,117	3,188,664	4,793,384	265,308
	86,891,869	59,658,135	3,063,941	10,325,968	7,826,991	3,198,554
Contributions:						
Employees	23,920,188	8,076,194	3,695,839	3,328,208	3,940,355	1,696,590
Employer	8,207,682	8,207,682	--	--	--	--
	32,127,870	16,283,876	3,695,839	3,328,208	3,940,355	1,696,590
Net loans to participants	--	(1,885,565)	(763,288)	(600,403)	(343,577)	(223,779)
Interfund transfers	--	3,827,907	(2,222,865)	(1,262,083)	(190,296)	(29,161)
Plan merger	3,632,915	308,552	1,215,568	1,206,458	255,258	419,828
Rollovers	1,141,663	432,009	59,731	123,743	293,748	19,263
Distribution to participants	(17,596,070)	(6,661,704)	(4,952,204)	(2,088,025)	(1,534,479)	(675,177)
Increase in net assets available for plan benefits	106,198,247	71,963,210	96,722	11,033,866	10,248,000	4,406,118
Net assets available for plan benefits Beginning of period	293,899,296	129,249,419	51,539,958	40,259,806	30,386,972	16,001,229
End of period	\$ 400,097,543	\$ 201,212,629	\$ 51,636,680	\$ 51,293,672	\$ 40,634,972	\$ 20,407,347

	PARTICIPANT DIRECTED					
	LOAN FUND	AIM CONSTELLATION FUND	TEMPLETON FUND	HORIZON		
				SHORT FUND	MEDIUM FUND	LONG FUND
Investment Income:						
Interest	\$ 1,239,362	\$ (2,011)	\$ (791)	\$ (85)	\$ 86	\$ 34
Dividends	--	522,289	419,303	--	--	--
Net appreciation (depreciation) in fair value of investments	--	203,024	(243,909)	101,666	214,973	364,339
	1,239,362	723,302	174,603	101,581	215,059	364,373
Contributions:						
Employees	--	1,272,523	626,221	189,561	397,595	697,102
Employer	--	--	--	--	--	--
	--	1,272,523	626,221	189,561	397,595	697,102
Net loans to participants	3,902,817	(43,333)	(15,399)	(5,679)	898	(22,692)
Interfund transfers	(1,246,286)	71,010	439,595	170,153	317,101	124,925
Plan merger	17,299	69,421	88,605	12,507	13,619	25,800
Rollovers	--	64,745	37,175	1,175	13,522	96,552
Distribution to participants	(1,072,623)	(213,403)	(94,523)	(167,806)	(10,738)	(125,388)
Increase in net assets available for plan benefits	2,840,569	1,944,265	1,256,277	301,492	947,056	1,160,672
Net assets available for plan benefits Beginning of period	15,097,469	5,487,065	2,264,275	643,234	1,231,571	1,738,298
End of period	\$ 17,938,038	\$ 7,431,330	\$ 3,520,552	\$ 944,726	\$ 2,178,627	\$ 2,898,970

(1) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying statements, prepared on the accrual basis of accounting, present the net assets available for Plan benefits and changes in net assets available for Plan benefits for the Dover Corporation Retirement Savings Plan (the "Plan").

(b) Management of Trust Funds

American Express Financial Advisors (the "Trustee") has been granted discretionary authority to purchase and sell securities.

The Trustee maintains investment funds as follows:

- The Dover Corporation Pooled Stock Account (Stock Fund) is authorized to invest in Dover Corporation common stock and money market funds.
- The American Express Trust Income Fund II (Income Fund) is authorized to invest primarily in insurance and bank investment contracts. About 90% of the investments are made in stable contracts; the remaining 10% are invested in high-quality money market securities.
- The IDS Stock Fund (Equity Fund) is authorized to invest mainly in U.S. common stocks and bonds. This is a medium risk fund with medium long-term return potential.
- The IDS Mutual Fund (Balanced Fund) is authorized to invest mainly in common and preferred stocks and bonds while it also makes investments in securities of foreign issuers, cash, short-term corporate notes and repurchase agreements, and stock index futures contracts and options.
- The IDS New Dimensions Fund (Growth Fund) is authorized to invest mainly in U.S. common stocks and may also invest in securities of foreign issuers, cash, short-term corporate notes and repurchase agreements, and stock index futures contracts and options. This fund has a higher long-term return potential.
- The Templeton Foreign Fund is authorized to invest primarily in stocks and debt obligations of companies and governments outside the United States with the objective of obtaining long-term capital growth.
- The Aim Constellation Fund is authorized to invest primarily in common stocks of medium-sized and smaller emerging growth companies with the objective of obtaining capital growth.
- The American Express Trust Long-Term Horizon Fund is authorized to invest in other collective investment funds to create a diversified portfolio with an aggressive risk profile appropriate for individuals with long-term time horizons.
- The American Express Trust Medium-Term Horizon Fund is authorized to invest in other collective investment funds to create a diversified portfolio with a moderately conservative risk profile appropriate for individuals with medium-term time horizons.
- The American Express Trust Short-Term Horizon Fund is authorized to invest in other collective investment funds to create a diversified portfolio with a conservative risk profile appropriate for individuals with short-term time horizons.

The Plan Administrator may delegate the management of the Plan's assets to another investment manager if it deems it advisable in the future. Funds temporarily awaiting investment are placed in a short-term investment fund of the Trustee where they earn the prevailing market rate of interest.

(c) Investments

Investments in securities are carried by the Plan at fair values, which are determined by the Trustee, as follows:

- Common stock - quotations obtained from National Securities Exchanges; and fixed income and short-term securities (U.S. government obligations, commercial paper, corporate bonds) - stated at market values based upon market quotations obtained from published sources.
- 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.
- Dividend income is recorded on the ex-dividend date. Income from other investments is recorded as earned.

(d) Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates

(e) 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, such as interest rate, market and credit. 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 would materially affect participants' account balances and the amounts reported in the statement of net assets available for plan benefits and the statement of changes in net assets available for plan benefits.

(f) Other

The Plan presents in the Statement of Changes in Net Assets Available for Plan Benefits, the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments. Participant loans are valued at cost, which approximates fair value.

2) The Plan

The following description of the Plan provides only general information. The provisions of the Plan are governed in all respects by the detailed terms and conditions contained in the Plan itself.

The Plan is a defined contribution plan established to encourage and facilitate systematic retirement savings and investment by eligible employees of Dover Corporation ("Dover").

Participating units of Dover may participate in (i) the salary reduction and matching contribution portions of the Plan, (ii) the profit-sharing contribution portion of the Plan, or (iii) both. All employees of such participating units who have reached age 21 and completed one year of service are eligible to participate in the Plan, except in the case of certain participating units whose employees are immediately eligible to join the plan after attaining age 21. Salary reduction contributions to the Plan are voluntary. A participant may elect to exclude from 1% to 18% in whole percentages of his or her compensation (the "Deferred Amount") from current taxable income by contributing it to the Plan.

The amount contributed 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 \$160,000 (as adjusted for cost-of-living increases) the amount of compensation that may be taken into account under the Plan. Each participating Dover unit (Employers) made contributions to the Plan on behalf of the Participants employed by it equal to a percentage of the first 6% of earnings included in the Deferred Amount (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 additional matching contributions are subject to an aggregate limit on such contributions of 200% of the first 6% of compensation included in the Deferred Amount. All employer-matching contributions are initially invested in the Stock Fund. Participants are fully vested with respect to amounts attributable to their salary reduction amounts and matching contributions, except for participating units whose employees are immediately eligible, in which case employer matching contributions are subject to a one year of service vesting requirement.

An Employer may elect to make Profit Sharing Contributions for a plan year with respect to its employees who have satisfied the age and service requirements described above. Such contributions will be 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. 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). A participant's Profit-Sharing account becomes fully vested after five years, upon the attainment of age 65 while an employee, in the event of his or her death or permanent disability while an employee, or in the event of a plan termination.

A participant's vested account balance in the Plan is distributable following the participant's retirement, death, or other termination of employment.

On October 1, 1995 the Plan was amended to allow for installment distribution payments in the case of fully vested participants who have attained age 55. The Plan does not permit withdrawals during a Participant's active career, other than certain required distributions payable to participants who have attained age 70-1/2.

A participant who has been active in the Plan for at least twelve months may request a loan from the Plan except that participants who have made rollovers into the Plan may request a loan without meeting the 12 month requirement. A maximum of three loans may be outstanding at any one time. 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 Valuation Date preceding the loan request in accordance with Department of Labor Regulations, as 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

Loans are available for the acquisition of a home, medical expenses, education expenses, or other purposes approved by the Plan Administrator. These loans bear interest from 6% to 11%.

Each Participant has the right to direct the entire amount of the Deferred Amount being allocated to his or her Savings Account during a Plan Year to be invested in one or more of the available Investment Funds in multiples of five percent. Each participant has the right at any time to move all or any portion of the amount in his or her account (including the amount attributable to Employer Matching Contributions) among the investment funds.

Each participant has the right to rollover into the plan distributions from other qualified plans or conduit IRA's.

(3) Federal Income Taxes

The Plan Administrator has received a tax qualification letter from the Internal Revenue Service stating that the Plan qualifies under the provisions of Section 401 in the Internal Revenue Code, and that its related trust is exempt from Federal income taxes.

(4) Plan Termination

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

(5) Plan Merger and Spin-Off

On January 1, 1998 assets amounting to \$421,161 were merged into the Plan from the Randell Arizona Retirement Plan Number One. Randell is a division of Dover Corporation. Randell employees began participating in the plan on January 1, 1998.

On February 1, 1998 assets amounting to \$10,891,978 were merged into the Plan from the Pathway Bellows Inc., 401(k) Plan. Pathway Bellows is a wholly owned subsidiary of Dover Corporation. Pathway Bellows employees began participating in the plan on February 1, 1998.

On April 1, 1998 assets amounting to \$396,205 were merged into the Plan from the K&K Welding Products 401(k) Savings Plan. K&K Welding Products is a wholly owned subsidiary of Dover Corporation. K&K Welding Products employees began participating in the plan on March 1, 1998.

On July 1, 1998 assets amounting to \$1,409,619 were merged into the Plan from the Randell Manufacturing Hourly Shop Retirement Plan & Trust. Randell Manufacturing, Inc. is a wholly owned subsidiary of Dover Corporation. Randell Hourly Shop employees began participating in the plan on July 1, 1998.

On July 1, 1998 assets amounting to \$733,076 were merged into the Plan from the Tarby of Delaware Inc. 401(k) Retirement Plan. Tarby of Delaware Inc. is a wholly owned subsidiary of Dover Corporation. Tarby of Delaware's employees began participating in the plan on July 1, 1998.

On July 1, 1998 assets amounting to \$295,733 were merged into the Plan from Richland Inc. Savings & Profit Sharing Plan. Richland Inc. is a wholly owned subsidiary of Dover Corporation. Richland employees began participating in the plan on July 1, 1998.

On January 1, 1997 assets amounting to \$1,763,066 were merged into the Plan from the OPW Division Hourly Employees 401(k) Plan. OPW is a division of Dover Corporation. OPW hourly employees began participating in the plan on January 1, 1997.

On February 1, 1997 assets amounting to \$298,181 were merged into the Plan from the Trailmaster Corporation 401(k) Savings Plan. Trailmaster Corporation is a wholly owned subsidiary of Dover Corporation. Trailmaster employees began participating in the plan on January 1, 1997.

On March 1, 1997 assets amounting to \$483,108 were merged into the Plan from the Knappco Corporation Retirement Savings Plan. Knappco is a wholly owned subsidiary of Dover Corporation. Knappco employees began participating in the plan on March 1, 1997.

Effective October 1, 1998, in anticipation of the spin-off of Dover Elevator, the assets specific to Dover Elevator participating units, amounting to \$69,427,088, were spun-off into a separate plan and trust specific to Dover Elevator. This plan was essentially a mirror image of the Dover Corporation Retirement Savings Plan. The assets of this plan and trust went to Thyssen Corporation with the sale.

(6) Subsequent Events

On January 5, 1999 Dover Corporation sold its worldwide elevator business to Thyssen Corporation of Germany. Dover Elevator, Inc. employees had \$69,427,088 invested in the Plan. This represented approximately 15.43% of total plan assets.

On January 1, 1999 assets amounting to \$2,503,464 were merged into the Plan from the Vitronics Corporation Profit Sharing Plan. Vitronics is a wholly owned subsidiary of Dover Corporation. Vitronics employees began participating in the plan on January 1, 1999.

On February 1, 1999 assets amounting to \$9,482,570 were merged into the Plan from the Groen Corporation Employees 401(k) Salary Deferral Profit Sharing Plan. Groen Corporation is a wholly owned subsidiary of Dover Corporation. Groen employees began participating in the plan on February 1, 1999.

On February 1, 1999 assets amounting to \$3,918,813 were merged into the Plan from the Avtec Corporation Hourly and Salary 401(k) Plan. Avtec Corporation is a wholly owned subsidiary of Dover Corporation. Avtec employees began participating in the plan on February 1, 1999.

On April 1, 1999 assets amounting to \$1,171,881 were merged into the Plan from the Koolant Koolers Inc. Retirement Plan. Koolant Koolers Inc. is a wholly owned subsidiary of Dover Corporation. Koolant Koolers employees began participating in the plan on April 1, 1999.

DOVER CORPORATION RETIREMENT SAVINGS PLAN
 ITEM 27a - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
 AS OF DECEMBER 31, 1998

(a)	(b)	(c)	(d)	(e)
Identity of issuer, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Cost	Current value	
Equity Funds:				
* American Express Financial Advisors	Stock Fund, 4,404,853 shares	\$127,778,428	\$175,040,049	
* American Express Financial Advisors	Equity Fund, 1,912,891 shares	43,818,408	50,978,537	
* American Express Financial Advisors	Growth Fund, (New Dimensions) 1,769,923 shares	39,290,352	51,053,427	
* American Express Financial Advisors	Templeton Fund, 381,171 shares	3,818,928	3,198,028	
* American Express Financial Advisors	Aim Constellation, 314,978 shares	8,465,828	9,613,137	
Other Funds:				
* American Express Financial Advisors	Balance Fund, (IDS Mutual Fund Y) 1,589,411 shares	21,604,664	20,700,494	
* American Express Financial Advisors	Income Fund, 2,856,636 shares	48,692,293	52,682,084	
* American Express Financial Advisors	Long-Term Horizon, 216,688 shares	3,856,675	4,589,666	
* American Express Financial Advisors	Medium-Term Horizon, 150,423 shares	2,328,733	2,791,695	
* American Express Financial Advisors	Short-Term Horizon, 120,867 shares	1,749,758	1,892,180	
Loans:				
* Plan Participant	Loan Fund, Interest rate varies from 6% to 11%	--	16,978,361	

* Denotes party-in-interest

DOVER CORPORATION RETIREMENT SAVINGS PLAN
ITEM 27d - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 1998

(a) Identity of Party Involved	(b) Description	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expenses Incurred with Transaction
Reporting Criterion I:					
Dover Corporation Stock					
Sales, 1 transaction	Stock Fund		\$33,263,164		
Reporting Criterion II:					
NONE					
Reporting Criterion III:					
Dover Corporation Stock					
Purchases, 79 transactions	Stock Fund*	\$23,733,487			
Sales, 58 transactions			\$42,973,283		
American Express Financial Advisors - Money Market Fund I					
Purchases, 205 transactions	Stock Fund	\$38,737,196			
Sales, 157 transactions			\$39,647,654		
American Express Financial Advisors - New Dimensions					
Purchases, 253 transactions	Growth Fund	\$16,403,664			
Sales, 113 transactions			\$ 5,303,824		
American Express Financial Advisors - Income Fund II					
Purchases, 114 transactions	Income Fund	\$27,467,513			
Sales, 137 transactions			\$20,444,116		
Reporting Criterion IV:					
NONE					

(a) Identity of Party Involved	(g) Cost of Asset	(h) Current Value	(i) Net Gain (Loss)
Reporting Criterion I:			
Dover Corporation Stock			
Sales, 1 transaction		\$16,203,209	\$ 17,059,955
Reporting Criterion II:			
NONE			
Reporting Criterion III:			
Dover Corporation Stock			
Purchases, 79 transactions			
Sales, 58 transactions	\$23,733,487	\$51,162,660	(\$8,189,377)
American Express Financial Advisors - Money Market Fund I			
Purchases, 205 transactions			
Sales, 157 transactions	\$38,737,196	\$39,647,654	--
American Express Financial Advisors - New Dimensions			
Purchases, 253 transactions			
Sales, 113 transactions	\$16,403,664	\$ 4,926,207	\$ 377,617
American Express Financial Advisors - Income Fund II			
Purchases, 114 transactions			
Sales, 137 transactions	\$27,467,513	\$19,993,243	\$ 450,873
Reporting Criterion IV:			
NONE			

* Note the Stock Fund is comprised of the Money Market Fund and Dover Corporation Stock

SIGNATURE

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

DOVER CORPORATION
RETIREMENT SAVINGS PLAN

Dated: June 28, 1999

By: /s/ Robert G. Kuhbach

Robert G. Kuhbach, Vice President
and Secretary
and Member Pension Committee
(Plan Administrator)