SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

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

For six months ended June 30, 1999 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 / /

The number of shares outstanding of the Registrant's common stock as of the close of the period covered by this report was 208,410,002.

Part. I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

DOVER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF EARNINGS
Three Months Ended June 30,
(000 omitted)

	UNAUDITED 1999	1998
Net sales	$ 1,077,850	$ 1,009,772
Cost of sales	687,705	650,857
Gross profit	390,145	358,915
Selling & administrative expenses	241,615	224,508
Operating profit	148,530	134,407
Other deductions (income):		
Interest expense	12,329	13,925
Interest income	(4,097)	(6,806)
Foreign exchange	(700)	637
All other, net	(1,827)	(1,549)
Total	5,705	6,207
Earnings before taxes on income	142,825	128,200
Federal & other taxes on income	49,515	43,492
Net earnings from continuing operations	93,310	84,708
Earnings from discontinued operations, net of tax		15,346
Net earnings	$ 93,310	$ 100,054
Weighted average number of common shares outstanding during the period		
- Basic	213,796	222,901
- Diluted	215,248	224,692
Net earnings per share:		
Basic - Continuing	$ 0.44	$ 0.38
Discontinued	--	0.07
Net earnings	$ 0.44	$ 0.45
Diluted - Continuing	$ 0.44	$ 0.38
Discontinued	--	0.07
Net earnings	$ 0.44	$ 0.45

See Notes to Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE EARNINGS
Three Months Ended June 30,
(000 omitted)

	UNAUDITED 1999	UNAUDITED 1998
Net earnings	$ 93,310	$ 100,054
Other comprehensive earnings, net of tax:		
Foreign currency translation adjustments	(15,289)	126
Less: reclassification adjustment for adjustments included in net earnings	--	(486)
Total foreign currency translation adjustments	(15,289)	612
Unrealized gains (losses) on securities:		
Unrealized holding gains (losses) arising during period	(5)	3,285
Less: reclassification adjustment for gains (losses) included in net earnings	--	5,707
Total unrealized gains on securities (tax $0 in 1999, -$1,278 in 1998)	(5)	(2,422)
Other comprehensive earnings	(15,294)	(1,810)
Comprehensive earnings	$ 78,016	$ 98,244

See Notes to Consolidated Financial Statements.

DOVER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF EARNINGS
Six Months Ended June 30,
(000 omitted)

	UNAUDITED 1999	1998
Net sales	$ 2,047,605	$ 1,940,268
Cost of sales	1,314,587	1,249,229
Gross profit	733,018	691,039
Selling & administrative expenses	475,334	439,011
Operating profit	257,684	252,028
Other deductions (income):		
Interest expense	25,952	25,764
Interest income	(13,301)	(11,986)
Foreign exchange	(423)	1,716
All other, net	(2,133)	(2,894)
Total	10,095	12,600
Earnings before taxes on earnings	247,589	239,428
Federal & other taxes on earnings	85,059	80,877
Net earnings from continuing operations	162,530	158,551
Discontinued operations	523,938	31,498
Net earnings	$ 686,468	$ 190,049
Weighted average number of common shares outstanding during the period		
- Basic	213,796	222,901
- Diluted	215,248	224,692
Net earnings per share:		
Basic - Continuing	$ 0.76	$ 0.71
Discontinued	--	0.14
Gain on sale	2.45	--
Net earnings	$ 3.21	$ 0.85
Diluted - Continuing	$ 0.76	$ 0.71
Discontinued	--	0.14
Gain on sale	2.43	--
Net earnings	$ 3.19	$ 0.85

See Notes to Consolidated Financial Statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE EARNINGS
Six Months Ended June 30,
(000 omitted)

	UNAUDITED 1999	UNAUDITED 1998
Net earnings	$ 686,468	$ 190,049
Other comprehensive earnings, net of tax:		
Foreign currency translation adjustments	(40,379)	(1,218)
Less: reclassification adjustment for adjustments included in net earnings	--	(486)
Total foreign currency translation adjustments	(40,379)	(732)
Unrealized gains (losses) on securities:		
Unrealized holding gains (losses) arising during period	(5)	(27)
Less: reclassification adjustment for gains (losses) included in net earnings	--	5,713
Total unrealized gains on securities (tax $0 in 1999, $27 in 1998)	(5)	(5,740)
Other comprehensive earnings	(40,384)	(6,472)
Comprehensive earnings	$ 646,084	$ 183,577

DOVER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF RETAINED EARNINGS
Six Months Ended June 30,
(000 omitted)

	UNAUDITED 1999	UNAUDITED 1998
Retained earnings at January 1	$1,992,991	$1,703,335
Net earnings	686,468	190,049
	2,679,459	1,893,384
Deduct:		
Common stock cash dividends $ 0.21 per share ($0.19 in 1998)	44,805	42,364
Retained earnings at end of period	$2,634,654	$1,851,020

See Notes to Consolidated Financial Statements.

DOVER CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(000 omitted)

	UNAUDITED June 30, 1999	December 31, 1998
Assets:		
Current assets:		
Cash & cash equivalents	$ 230,706	$ 96,774
Marketable securities	--	--
Receivables, net of allowance for doubtful accounts	669,500	575,630
Inventories	607,179	559,267
Prepaid expenses	80,314	72,853
Total current assets	1,587,699	1,304,524
Property, plant & equipment (at cost)	1,364,509	1,282,436
Accumulated depreciation	(775,882)	(710,473)
Net property, plant & equipment	588,627	571,963
Intangible assets, net of amortization	1,639,779	1,438,793
Other intangible assets	7,358	7,358
Deferred charges & other assets	32,840	59,755
Net assets of discontinued operations		244,883
	$ 3,856,303	$ 3,627,276
Liabilities:		
Current liabilities:		
Notes payable	$ 103,487	$ 427,529
Current maturities of long-term debt	897	6,060
Accounts payable	202,993	187,738
Accrued compensation & employee benefits	140,815	149,855
Accrued insurance	50,446	43,246
Other accrued expenses	196,770	175,036
Income taxes	347,375	283
Total current liabilities	1,042,783	989,747
Long-term debt	606,742	610,090
Deferred taxes	54,815	50,196
Other deferrals (principally compensation)	65,597	66,359
Stockholders' equity:		
Preferred stock	--	--
Common stock	236,108	235,571
Additional paid-in surplus	29,745	18,630
Cumulative translation adjustments	(67,622)	(27,243)
Unrealized holding gains (losses)	46	51
Accumulated other comprehensive earnings	(67,576)	(27,192)
Retained earnings	2,634,654	1,992,991
Subtotal	2,832,931	2,220,000
Less: treasury stock	746,565	309,116
	2,086,366	1,910,884
	$ 3,856,303	$ 3,627,276

See Notes to Consolidated Financial Statements.

DOVER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS
Six Months Ended June 30,
(000 omitted)

	UNAUDITED 1999	1998
Cash flows from operating activities:		
Net earnings	$ 686,468	$ 190,049
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Income from discontinued operations	--	(31,498)
Gain on sale of discontinued business	(523,938)	
Depreciation	60,286	54,163
Amortization	29,628	24,583
Net increase (decrease) in deferred taxes	239	330
Net increase (decrease) in LIFO reserves	928	921
Increase (decrease) in deferred compensation	(3,175)	1,152
Other, net	(10,364)	(7,454)
Changes in assets & liabilities (excluding acquisitions):		
Decrease (increase) in accounts receivable	(60,296)	830
Decrease (increase) in inventories, excluding LIFO reserve	4,723	(37,992)
Decrease (increase) in prepaid expenses	(6,468)	(4,985)
Increase (decrease) in accounts payable	(681)	(5,852)
Increase (decrease) in accrued expenses	(21,314)	(17,090)
Increase (decrease) in federal & other taxes on income	(28,243)	(19,878)
Total adjustments	(558,675)	(42,770)
Net cash provided by operating activities	127,793	147,279
Cash flows from (used in) investing activities:		
Net sale (purchase) of marketable securities	--	21,928
Additions to property, plant & equipment	(53,825)	(57,634)
Acquisitions, net of cash & cash equivalents	(304,304)	(522,120)
Proceeds from sale of business	1,169,599	--
Purchase of treasury stock	(437,448)	(1,128)
Net cash from (used in) investing activities	374,022	(558,954)
Cash flows from (used in) financing activities:		
Increase (decrease) in notes payable	(325,560)	82,200
Increase (decrease) in long-term debt	(3,429)	347,816
Proceeds from exercise of stock options	5,911	5,484
Cash dividends to stockholders	(44,805)	(42,364)
Net cash from (used in) financing activities	(367,883)	393,136
Cash from discontinued operations	--	(13,581)
Net increase (decrease) in cash & cash equivalents	133,932	(32,120)
Cash & cash equivalents at beginning of period	96,774	103,111
Cash & cash equivalents at end of period	$ 230,706	$ 70,991

See Notes to Consolidated Financial Statements.

DOVER CORPORATION CONSOLIDATED
MARKET SEGMENT RESULTS
(unaudited)

Second quarter ended June 30,:	EARNINGS 1999	EARNINGS 1998 *	SALES 1999	SALES 1998 *
Dover Industries	$ 48,709,000	$ 37,354,000	$ 293,826,000	$ 252,065,000
Dover Technologies	47,904,000	40,925,000	334,883,000	317,033,000
Dover Diversified	34,808,000	38,658,000	260,715,000	248,832,000
Dover Resources	24,895,000	30,344,000	189,554,000	192,875,000
Subtotal (after intramarket eliminations)	156,316,000	147,281,000	$1,077,850,000	$1,009,772,000
Corporate expense & interest net	(13,491,000)	(19,081,000)		
Earnings before taxes on income	142,825,000	128,200,000		
Taxes on income	49,515,000	43,492,000		
Net earnings - Continuing Operations	93,310,000	84,708,000		
Earnings from discontinued operations *	--	15,346,000		
Net earnings	$ 93,310,000	$ 100,054,000		
Net earnings per share:				
Basic - Continuing	$ 0.44	$ 0.38		
Discontinued	--	0.07		
Net earnings	$ 0.44	$ 0.45		
Diluted - Continuing	$ 0.44	$ 0.38		
Discontinued	--	0.07		
Net earnings	$ 0.44	$ 0.45		

Six months ended June 30,:	EARNINGS 1999	EARNINGS 1998 *	SALES 1999	SALES 1998 *
Dover Industries	$ 85,993,000	$ 71,368,000	$ 552,532,000	$ 481,559,000
Dover Technologies	72,518,000	74,624,000	623,003,000	614,690,000
Dover Diversified	59,714,000	67,295,000	491,295,000	459,107,000
Dover Resources	51,828,000	62,390,000	383,311,000	387,176,000
Subtotal (after intramarket eliminations)	270,053,000	275,677,000	$2,047,605,000	$1,940,268,000
Corporate expense & interest net	(22,464,000)	(36,249,000)		
Earnings before taxes on income	247,589,000	239,428,000		
Taxes on Income	85,059,000	80,877,000		
Net earnings - Continuing Operations	162,530,000	158,551,000		
Earnings from discontinued operations *		31,498,000		
Gain on sale of discontinued operations *	523,938,000			
Net earnings	$ 686,468,000	$ 190,049,000		
Net earnings per share:				
Basic - Continuing	$ 0.76	$ 0.71		
Discontinued	--	0.14		
Gain on sale	2.45	--		
Net earnings	$ 3.21	$ 0.85		
Diluted - Continuing	$ 0.76	$ 0.71		
Discontinued	--	0.14		
Gain on sale	2.43	--		
Net earnings	$ 3.19	$ 0.85		
Average number of shares outstanding - Basic	213,796,000	222,901,000		
Average number of shares outstanding - Diluted	215,248,000	224,692,000		

* On January 5, 1999, Dover completed the sale of its elevator business to Thyssen Industrie AG for $1.17 billion. Results for 1998 have been restated to classify the elevator business as discontinued.

DOVER CORPORATION CONSOLIDATED
MARKET SEGMENT IDENTIFIABLE ASSETS
(000 OMITTED)

	UNAUDITED June 30, 1999	December 31, 1998
Dover Industries	$ 840,730	$ 732,136
Dover Technologies	1,120,486	1,000,209
Dover Diversified	768,015	802,872
Dover Resources	942,601	781,933
Corporate (1)	184,471	65,243
Total Continuing	3,856,303	3,382,393
Net assets of discontinued operations	--	244,883
Consolidated Total	$3,856,303	$3,627,276

(1) - Principally cash and equivalents

DOVER CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 1999

NOTE A - Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and therefore do not include all information and footnotes necessary for a fair presentation of financial position, results of operations, and changes in financial position in conformity with generally accepted accounting principles. In the opinion of the Company, all adjustments, consisting only of normal recurring items necessary for a fair presentation of the operating results have been made. The results of operations of any interim period are subject to year-end audit and adjustments, and are not necessarily indicative of the results of operations for the fiscal year.

On January 5, 1999 the company sold the Dover Elevator International segment. The results of prior year second quarter and six months have been restated to show the segment as discontinued operations.

NOTE B - Inventory

Inventories, by components, are summarized as follows:

	(000 omitted)	
	UNAUDITED June 30, 1999	December 31, 1998
Raw materials	$238,406	$220,467
Work in progress	189,376	175,117
Finished goods	220,765	204,123
Total	648,547	599,707
Less LIFO reserve	41,368	40,440
Net amount per balance sheet	$607,179	$559,267

NOTE C - Accumulated other comprehensive earnings

Accumulated other comprehensive earnings, by components are summarized as follows:

	UNAUDITED	(000 omitted)	
	Accumulated Other Comprehensive Earnings (losses)	Cumulative Translation Adjustments	Unrealized Holding Gains (losses)
Beginning balance	$(27,192)	$(27,243)	$ 51
Current-period change	(40,384)	(40,379)	(5)
Ending balance	$(67,576)	$(67,622)	$ 46

NOTE D - Additional Information

For a more adequate understanding of the Company's financial position operating results, business properties and other matters, reference is made to the Company's Annual Report on Form 10-K which was filed with the Securities and Exchange Commission on March 30, 1999.

On January 5, 1999, Dover completed the sale of it's Elevator business to Thyssen Industrie AG for $1.17 billion. Results for second quarter and six months 1998 have been restated to classify the elevator business as discontinued.

Net earnings as reported was used in computing both basic EPS and diluted EPS without further adjustment. The Company does not have a complex capital structure; accordingly, the entire difference between basic weighted average shares and diluted weighted average shares results from assumed stock option exercise. The diluted EPS computation was made using the treasury stock method.

In June 1998, the FASB issued statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities", effective for all fiscal quarters of all fiscal years beginning after June 15, 2000. The Company does not expect the statement to have a significant effect on its current financial reporting and disclosure requirements.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(1) MATERIAL CHANGES IN CONSOLIDATED FINANCIAL CONDITION:

The Company's liquidity increased during the first half of 1999 as compared to the position at December 31, 1998. The proceeds from sale of elevator business ($1.17 billion), net of amounts invested in treasury stock ($437 million) and acquisitions ($306 million) is the principle reason for the increase in liquidity.

Working capital increased from $314,777 million at the end of last year to $544,916 million at June 30, 1999.

The Company earned $.44 per diluted share from continuing operations in the Quarter ended June 30, up 16% from $.38 cents in the prior year. Discontinued operations (Elevator Segment) increased last year's total second quarter earnings per share to $.45. Sales of almost $1.1 billion in the second quarter were up 7%, segment earnings were up 6%, and net earnings improved 10%. These income gains translated into higher earnings per share gains due to Dover's share repurchase program.

The Company repurchased 5.1 million shares in the second quarter at an average price of $ 37 1/4. Since announcing the sale of the Elevator business in November, 1998, Dover has repurchased 14.7 million shares for $511 million, reducing actual shares outstanding by about 7%.

The Company also invested $140 million in the second quarter by purchasing three companies. Richards Industries was acquired by OPW-Fueling Components to expand their product range. J. E. Piston, a maker of high-performance engine pistons primarily for automotive racing, was acquired by Wiseco which makes similar products primarily for motorcycle and boat racing. Somero, the leading manufacturer of laser guided "screeds" for leveling concrete during construction joins Dover Industries. Somero holds numerous patents for its laser technology, which provides precision, speed, and cost reduction to the construction industry.

This brings the Company's total acquisition investment in the first six months of 1999 to $306 million. Further acquisitions are likely during the second half of the year.

At June 30, 1999, net debt (defined as long-term debt plus current maturities on long-term debt plus notes payable less cash and equivalents and marketable securities) of $480.4 million represented 18.7% of total capital. This compares with 33.1% at December 31, 1998.

(2) MATERIAL CHANGES IN RESULTS OF OPERATIONS:

The Company earned $.44 per diluted share in its second quarter ending June 30, compared to $.45 per share in the second quarter of 1998.

Continuing operations earned $.44 per share in the second quarter, compared to $.38 per share in the prior year.

Two of the Company's market segments achieved earnings gains in the second quarter (Industries and Technologies) while two had declines (Diversified and Resources).

DOVER INDUSTRIES:

Industries' 30% earnings gain came from strong growth in most of its businesses as nine of its thirteen companies achieved increases ranging from 12% to over 50%. Declines were small, amounting to only $1.3 million in total. Somero added modestly to segment earnings. The largest gains, totaling over $6 million, were in Heil Enviornmental's refuse truck business, Marathon's waste compacting equipment, Rotary's automotive lifts and Texas Hydraulics' specialty cylinders. Most companies had book-to-bill ratios of 1.0 or greater and total bookings were up 12% from last year (8% adjusted for acquisitions). Heil Trailer's market has cooled from the strong pace of early 1998 as bookings were down by 15% and 21% on a year-to-date and second quarter basis, respectively. Backlog remains adequate for this business, but the market is probably not strong enough to allow Trailer to match the shipment level of last year's second half. Industries' total orders were 98% of shipments and June 30 backlog is close to last year's level. Second quarter earnings will probably be Industries' highest quarter this year, but business conditions remain strong for most of its companies.

DOVER TECHNOLOGIES:

Technologies' profits in the second quarter advanced 17% on a 6% sales gain, with the Circuit Board Assembly/Test companies (CBAT) up 15% on a 4% revenue gain. On a sequential basis, profits were up 95% from the first quarter of 1999 with CBAT up 89%. Orders at Technologies were 26% above the second quarter of last year, 22% above the first quarter of 1999, and 11% higher than shipments. For CBAT, these comparisons were 30%, 26%, and 12%, respectively. June was an unexpectedly strong order month, but the CBAT companies were still below the peak levels achieved during the first 10 months of 1997, before the electronics industry's slump began.

All but one of Technologies' companies had earnings gains in the second quarter with ink jet marking, CBAT, and specialty electronic components all showing gains. Profits from Alphasem, acquired at the beginning of this year, allowed Universal Instruments, the largest company in the CBAT portion of Technologies' business, to improve its earnings only modestly. Universal's earnings rate in the second quarter was higher than the average of last year's third and fourth quarters, while backlog at June 30 is up 42% from last year and has increased 58% from the beginning of 1999 (figures include Alphasem). These results exceeded management's expectations, but are consistent with the Company's beginning of the year forecast that the CBAT business would strengthen as the year progresses.

DOVER DIVERSIFIED:

Profits at Diversified fell by $3.8 million, (equal to 10%,) from a strong result last year. As previously reported Belvac and A-C Compressor had low orders in 1998 and were expected, therefore, to earn less in 1999. Together they earned $3.1 million in this year's second quarter, a decline of $8 million from last year - all due to lower shipments. However, Belvac had strong orders in the quarter with a book-to-bill of 1.6 and A-C again booked more than shipments, raising their June 30 backlog to within 8% of last year. Most of Diversified's nine other companies had strong gains led by Pathway, Waukesha, and Wiseco. Hill Phoenix, which is Diversified's largest company measured by sales volume, achieved an 18% sales gain on their highly competitive supermarket display case/refrigeration business while maintaining good margins. Hill Phoenix's bookings were strong at 1.4x sales and their June 30 backlog is 31% ahead of prior year. Diversified's overall book-to-bill was 1.14 in the quarter which put backlog 10% ahead of prior year. Diversified had record profits in the second half of 1998 of $76 million. This will be difficult to match in 1999 unless orders for short lead-time products improve from current levels.

DOVER RESOURCES:

The Resources' segment experienced a $5.4 million (equal to 18%) decline in second quarter profits, reflecting a broad decline in energy and chemicals end-markets. Only 2 of 14 companies achieved gains -- Wilden Pump, which improved margins on slightly lower sales; and Hydro Systems whose equipment is used in industrial and commercial cleaning applications. Wilden was acquired at the end of last year's second quarter, and in the current quarter accounted for about 10% of Resources' sales and 11% of profits (after acquisition premium amortization). The largest profit declines (together $3.2 million) were at OPW-Fueling Components and at OPW-Fluid Transfer, the former due to reduced demand for EPA mandated in-ground petroleum storage equipment and the latter as a result of the lower demand for equipment to move hazardous chemicals and gasoline. Bookings for these two companies were 3% less than shipments and their second quarter earnings rate was about 35% below the average of last year's second half. Resources companies that directly supply equipment related to oil and gas drilling also had very unfavorable earnings comparisons to last year, but markets here are improving in response to higher oil prices, and second quarter earnings were 25% above the rate of last year's second half. During the balance of 1999, Dover Resources is unlikely to match the $62 million earned in the last half of 1998. Operational margins, however, were almost 16% in the second quarter and profits will respond sharply to any upturn in end markets.

OUTLOOK:

The Company continues to believe that a 15% gain in earnings per share from continuing operations is a reasonable "guesstimate" for 1999. However, this requires further strengthening in the second half, which depends on continued recovery in the electronics industry.

YEAR 2000:

The Company has taken action to assess the nature and extent of the work required to make its systems, products, factories and infrastructure Year 2000 ready. The Company is approaching resolution of Year 2000 problems along two separate tracks: (1) Corporate and Subsidiary Offices and Dover-wide information systems. (2) Company-by-Company for each of the Company's 47 separate businesses. Corrective action has been ongoing for several years. Additionally, the Company is evaluating Year 2000 readiness of suppliers and where critical suppliers are not Year 2000 ready, the Company will monitor their progress and take appropriate actions.

At the corporate/subsidiary level, appropriate remediation has been completed for telecommunications equipment, and computer equipment and critical systems and the Company believes they are Year 2000 compliant.

At the operating company level, each business has taken responsibility for its own Year 2000 compliance and has assembled working groups to deal with critical plant and office equipment; products, including " fixes " for any previous product generations that are Year 2000 sensitive; software; and the ability of critical suppliers to maintain deliveries. Progress of the working groups is monitored by each company President and reported to Subsidiary and Corporate management.

As of June 30, 1999 each of the 47 companies has gone through a process to take an inventory of critical systems, to make an assessment of Year 2000 readiness of those systems, to perform necessary remediation including replacing or updating existing systems as needed, and to perform appropriate Year 2000 testing. Thirty-five of the Company's 47 companies have completed these procedures and all important issues have been fixed. All others have identified specific problems remaining and have action plans to solve them by October, 1999. Further, the Company believes products of all of these companies are either Year 2000 compliant or can be made so by customers, using "fixes" already developed. Based on current progress and future plans, the Company believes that the Year 2000 date change will not significantly affect the Company's ability to deliver products and services to its customers on a timely basis.

During 1997, 1998 and the first six months of 1999 the Company and its companies spent approximately $22 million, $27 million and $14 million, respectively, on computer equipment, software, and non-employee consultants. Most of these expenditures were for new systems and improved functionality, but an undetermined amount also served to meet Year 2000 compliance needs. The Company and its companies do not separately track the internal cost incurred for the Y2K project.

While no amount of preparation and testing can guarantee Year 2000 compliance, the Company intends to complete its Year 2000 readiness during 1999, and does not anticipate that expenditures to reach this goal will be material. Moreover, due to the decentralized nature of the Company and the lack of reliance on shared or "centralized" systems by its operating companies, the Company believes that any Year 2000 problems that might become evident after 1999 will not be material to the Company. Appropriate contingency plans will be developed in critical areas if deemed necessary. However, given the uncertain consequences of failure to resolve significant Year 2000 issues, there can be no assurance that any one or more such failures would not have a material adverse effect on the actual outcomes and results could be affected by future factors including, but not limited to, the continued availability of skilled personnel, cost control, the ability to locate and remediate software code problems, critical suppliers and subcontractors meeting their commitments to be Year 2000 ready, and timely actions by customers.

The above statement and similar statements, including estimated future costs, timetables, contingency plans and remediation plans, and statements containing the words "believes," "intends," "anticipates" and "expects" and words of similar import, constitute "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995 and Section 21E of the Securities Exchange Act of 1934.

This "Year 2000 Plan" constitutes a "Year 2000 Readiness Disclosure" within the meaning of the "Year 2000 Information and Readiness Disclosure Act."

EUROPEAN MONETARY UNION - EURO:

On January 1, 1999, several member countries of the European Union established fixed conversion rates between their existing sovereign currencies, and adopted the Euro as their new common legal currency. The Euro conversion may affect cross-border competition by creating cross-border price transparency. The Company's businesses are assessing their pricing/marketing strategy in order to ensure that it remains competitive in a broader European market. The Company is also assessing its information technology systems to allow for transactions to take place in both the legacy currencies and the Euro and the eventual elimination of the legacy currencies, and reviewing whether certain existing contracts will need to be modified. Final accounting, tax and governmental legal and regulatory guidance generally has not been provided in final form. The Company will continue to evaluate issues involving the introduction of the Euro. Based on current information and the Company's current assessment, it does not expect that the Euro conversion will have a material adverse effect on its business, results of operations, cash flows or financial condition.

PART II OTHER INFORMATION

Item 4. Submission of Matters to Vote of Security Holders

The Annual Meeting of Stockholders was held in Wilmington, Delaware on April 27, 1999. Stockholders representing 173,708,788 shares of common stock, or approximately 80% 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, John F. McNiff, John Pomeroy, Thomas L. Reece, and Gary L. Roubos were elected directors for a one year term, each receiving at least 171,515,783 votes.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

(27) Financial Data Schedule. (EDGAR filing only)

(b) No reports on Form 8-K were filed this quarter.

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: July 29, 1999

/s/ John F. McNiff

John F. McNiff, Chief Financial Officer, Vice President and Treasurer

Date: July 29, 1999

/s/ George F. Meserole

George F. Meserole, Chief Accounting Officer, Vice President and Controller

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE DOVER CORPORATION QUARTERLY REPORT TO STOCKHOLDERS FOR TEH SIX MONTHS ENDED JUNE 30, 1999 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

1,000

6-MOS
DEC-31-1999
APR-01-1999
JUN-30-1999
230,708
0
693,076
23,576
607,179
1,587,699
1,364,509
(775,882)
3,856,303
1,042,783
608,742
236,108
0
0
1,850,258
3,856,303
2,047,605
2,047,605
1,314,587
1,789,921
(2,556)
0
25,952
247,589
85,059
162,530
532,938
0
0
686,468
3.21
3.19