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 nine months ended September 30, 1999 Commission File No. 1-4018

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

Delaware	53-0257888
(State of Incorporation)	(I.R.S. Employer Identification No.)
280 Park Avenue, New York, NY	10017
(Address of principal executive offices)	(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 203,629,789.

Part. I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

DOVER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF EARNINGS
THREE MONTHS ENDED SEPTEMBER 30,
(000 OMITTED)

	UNAUDITED 1999	1998
Net sales	$ 1,150,531	$ 1,018,532
Cost of sales	734,564	649,471
Gross profit	415,967	369,061
Selling & administrative expenses	234,261	224,767
Operating profit	181,706	144,294
Other deductions (income):		
Interest expense	12,257	17,505
Interest income	(2,916)	(1,106)
Foreign exchange	(49)	(346)
Gain on dispositions	(20,931)	--
All other, net	5,266	(477)
Total	(6,373)	15,576
Earnings before taxes on income	188,079	128,718
Federal & other taxes on income	66,544	42,937
Net earnings from continuing operations	121,535	85,781
Earnings from discontinued operations, net of tax		8,191
Net earnings	$ 121,535	$ 93,972
Weighted average number of common shares outstanding during the period		
- Basic	211,238	223,028
- Diluted	212,776	224,440
Net earnings per share:		
Basic - Continuing	$ 0.58	$ 0.39
Discontinued	--	0.03
Net earnings	$ 0.58	$ 0.42
Diluted - Continuing	$ 0.58	$ 0.38
Discontinued	--	0.04
Net earnings	$ 0.58	$ 0.42

See Notes to Consolidated Financial Statements.

DOVER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMPREHENSIVE EARNINGS
THREE MONTHS ENDED SEPTEMBER 30,
(000 OMITTED)

	UNAUDITED 1999	1998
Net earnings	$ 121,535	$ 93,972
Other comprehensive earnings, net of tax:		
Foreign currency translation adjustments	3,783	15,809
Less: reclassification adjustment for adjustments included in net earnings	--	(10)
Total foreign currency translation adjustments	3,783	15,819
Unrealized gains (losses) on securities:		
Unrealized holding gains (losses) arising during period	--	4
Less: reclassification adjustment for gains (losses) included in net earnings	--	10
Total unrealized gains on securities (tax $0 in 1999, -$4 in 1998)	--	(6)
Other comprehensive earnings	3,783	15,813
Comprehensive earnings	$ 125,318	$ 109,785

See Notes to Consolidated Financial Statements.

DOVER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF EARNINGS
NINE MONTHS ENDED SEPTEMBER 30,
(000 OMITTED)

	UNAUDITED 1999	1998
Net sales	$ 3,198,136	$ 2,958,800
Cost of sales	2,049,151	1,898,700
Gross profit	1,148,985	1,060,100
Selling & administrative expenses	709,595	663,778
Operating profit	439,390	396,322
Other deductions (income):		
Interest expense	38,209	43,269
Interest income	(16,217)	(13,092)
Foreign exchange	(472)	1,370
Gain on dispositions	(17,256)	--
All other, net	(542)	(3,371)
Total	3,722	28,176
Earnings before taxes on earnings	435,668	368,146
Federal & other taxes on earnings	151,603	123,814
Net earnings from continuing operations	284,065	244,332
Discontinued operations	523,938	39,689
Net earnings	$ 808,003	$ 284,021
Weighted average number of common shares outstanding during the period		
- Basic	211,238	223,028
- Diluted	212,776	224,440
Net earnings per share:		
Basic - Continuing	$ 1.34	$ 1.10
Discontinued	--	0.17
Gain on sale	2.49	--
Net earnings	$ 3.83	$ 1.27
Diluted - Continuing	$ 1.34	$ 1.09
Discontinued	--	0.18
Gain on sale	2.46	--
Net earnings	$ 3.80	$ 1.27

See Notes to Consolidated Financial Statements.

DOVER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMPREHENSIVE EARNINGS
NINE MONTHS ENDED SEPTEMBER 30,
(000 OMITTED)

	UNAUDITED 1999	1998
Net earnings	$ 808,003	$ 284,021
Other comprehensive earnings, net of tax:		
Foreign currency translation adjustments	(36,596)	14,591
Less: reclassification adjustment for adjustments included in net earnings	--	(496)
Total foreign currency translation adjustments	(36,596)	15,087
Unrealized gains (losses) on securities:		
Unrealized holding gains (losses) arising during period	(5)	(23)
Less: reclassification adjustment for gains (losses) included in net earnings	--	5,723
Total unrealized gains on securities (tax $0 in 1999, $24 in 1998)	(5)	(5,746)
Other comprehensive earnings	(36,601)	9,341
Comprehensive earnings	$ 771,402	$ 293,362

DOVER CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF RETAINED EARNINGS
NINE MONTHS ENDED SEPTEMBER 30,
(000 OMITTED)

	UNAUDITED 1999	1999
Retained earnings at January 1	$1,992,991	$1,703,335
Net earnings	808,003	284,021
	2,800,994	1,987,356
Deduct:		
Common stock cash dividends $ 0.325 per share ($0.295 in 1998)	68,508	65,829
Retained earnings at end of period	$2,732,486	$1,921,527

See Notes to Consolidated Financial Statements.

DOVER CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(000 OMITTED)

	UNAUDITED September 30, 1999	December 31, 1998
Assets:		
Current assets:		
Cash & cash equivalents	$ 174,628	$ 96,774
Marketable securities	--	--
Receivables, net of allowance for doubtful accounts	748,993	575,630
Inventories	612,947	559,267
Prepaid expenses	81,785	72,853
Total current assets	1,618,353	1,304,524
Property, plant & equipment (at cost)	1,388,985	1,282,436
Accumulated depreciation	(792,390)	(710,473)
Net property, plant & equipment	596,595	571,963
Intangible assets, net of amortization	1,656,874	1,438,793
Other intangible assets	7,358	7,358
Deferred charges & other assets	51,115	59,755
Net assets of discontinued operations		244,883
	$ 3,930,295	$ 3,627,276
Liabilities:		
Current liabilities:		
Notes payable	$ 183,974	$ 427,529
Current maturities of long-term debt	1,237	6,060
Accounts payable	213,722	187,738
Accrued compensation & employee benefits	155,734	149,855
Accrued insurance	52,847	43,246
Other accrued expenses	216,913	175,036
Income taxes	370,961	283
Total current liabilities	1,195,388	989,747
Long-term debt	609,401	610,090
Deferred taxes	53,306	50,196
Other deferrals (principally compensation)	74,142	66,359
Stockholders' equity:		
Preferred stock	--	--
Common stock	236,218	235,571
Additional paid-in surplus	32,035	18,630
Cumulative translation adjustments	(63,839)	(27,243)
Unrealized holding gains (losses)	46	51
Accumulated other comprehensive earnings	(63,793)	(27,192)
Retained earnings	2,732,486	1,992,991
Subtotal	2,936,946	2,220,000
Less: treasury stock	938,888	309,116
	1,998,058	1,910,884
	$ 3,930,295	$ 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
NINE MONTHS ENDED SEPTEMBER 30,
(000 OMITTED)

	UNAUDITED 1999	1998
Cash flows from operating activities:		
Net earnings	$ 808,003	$ 284,021
Adjustments to reconcile net earnings to net cash from operating activities:		
Income from discontinued operations	--	(39,689)
Gain on sale of discontinued business	(523,938)	
Depreciation	97,093	82,681
Amortization	44,069	39,518
Net increase (decrease) in deferred taxes	(2,581)	(759)
Net increase (decrease) in LIFO reserves	1,623	1,618
Increase (decrease) in deferred compensation	7,880	5,502
Gain on sale of business	(17,256)	--
Other, net	(13,480)	5,287
Changes in assets & liabilities (excluding acquisitions):		
Decrease (increase) in accounts receivable	(140,378)	(7,933)
Decrease (increase) in inventories, excluding LIFO reserve	1,863	(41,583)
Decrease (increase) in prepaid expenses	(7,846)	(957)
Increase (decrease) in accounts payable	10,585	(16,384)
Increase (decrease) in accrued expenses	1,523	32,307
Increase (decrease) in federal & other taxes on income	(6,568)	(20,080)
Total adjustments	(547,411)	39,528
Net cash from operating activities	260,592	323,549
Cash flows from (used in) investing activities:		
Net sale (purchase) of marketable securities	--	16,540
Additions to property, plant & equipment	(86,911)	(86,189)
Acquisitions, net of cash & cash equivalents	(368,616)	(527,912)
Proceeds from sale of business	1,209,695	--
Purchase of treasury stock	(629,772)	(31,376)
Net cash from (used in) investing activities	124,396	(628,937)
Cash flows from (used in) financing activities:		
Increase (decrease) in notes payable	(245,072)	2,641
Increase (decrease) in long-term debt	(769)	347,766
Proceeds from exercise of stock options	7,215	7,135
Cash dividends to stockholders	(68,508)	(65,830)
Net cash from (used in) financing activities	(307,134)	291,712
Cash from discontinued operations	--	(25,596)
Net increase (decrease) in cash & cash equivalents	77,854	(39,272)
Cash & cash equivalents at beginning of period	96,774	103,111
Cash & cash equivalents at end of period	$ 174,628	$ 63,839

DOVER CORPORATION CONSOLIDATED
MARKET SEGMENT RESULTS
(unaudited)

Third quarter ended September 30,:	EARNINGS 1999	EARNINGS 1998 *	SALES 1999	SALES 1998 *
Dover Industries	$ 45,141,000	$ 38,207,000	$ 291,920,000	$ 266,776,000
Dover Technologies	74,042,000	40,697,000	400,325,000	302,512,000
Dover Diversified	40,080,000	38,771,000	268,330,000	239,255,000
Dover Resources	24,650,000	31,730,000	191,373,000	211,021,000
Subtotal (after intramarket eliminations)	183,913,000	149,405,000	$1,150,531,000	$ 1,018,532,000
Gain on disposition	20,931,000	-		
Corporate expense	(7,361,000)	(4,274,000)		
Net interest expense	(9,404,000)	(16,413,000)		
Earnings before taxes on income	188,079,000	128,718,000		
Taxes on income	66,544,000	42,937,000		
Net earnings - Continuing Operations	121,535,000	85,781,000		
Earnings from discontinued operations *	-	8,191,000		
Gain on sale of discontinued operations *	-	-		
Net earnings	$ 121,535,000	$ 93,972,000		
Net earnings per share:				
Basic - Continuing	$ 0.58	$ 0.39		
Discontinued	-	0.03		
Gain on sale	-	-		
Net earnings	$ 0.58	$ 0.42		
Diluted - Continuing	$ 0.58	$ 0.38		
Discontinued	-	0.04		
Gain on sale	-	-		
Net earnings	$ 0.58	$ 0.42		

Nine months ended September 30,:	EARNINGS 1999	EARNINGS 1998 *	SALES 1999	SALES 1998 *
Dover Industries	$ 131,134,000	$109,575,000	$ 844,452,000	$ 748,335,000
Dover Technologies	147,860,000	115,321,000	1,023,328,000	917,202,000
Dover Diversified	102,169,000	106,066,000	759,625,000	698,362,000
Dover Resources	76,478,000	94,120,000	574,684,000	598,197,000
Subtotal (after intramarket eliminations)	457,641,000	425,082,000	$3,198,136,000	$ 2,958,800,000
Gain on disposition	17,256,000	-		
Corporate expense	(17,021,000)	(16,676,000)		
Net interest expense	(22,208,000)	(40,260,000)		
Earnings before taxes on income	435,668,000	368,146,000		
Taxes on Income	151,603,000	123,814,000		
Net earnings - Continuing Operations	284,065,000	244,332,000		
Earnings from discontinued operations *	-	39,689,000		
Gain on sale of discontinued operations *	523,938,000	-		
Net earnings	$ 808,003,000	$ 284,021,000		
Net earnings per share:				
Basic - Continuing	$ 1.34	$ 1.10		
Discontinued	-	0.17		
Gain on sale	2.49	-		
Net earnings	$ 3.83	$ 1.27		
Diluted - Continuing	$ 1.34	$ 1.09		
Discontinued	-	0.18		
Gain on sale	2.46	-		
Net earnings	$ 3.80	$ 1.27		
Average number of shares outstanding - Basic	211,238,000	223,028,000		
Average number of shares outstanding - Diluted	212,776,000	224,440,000		

* 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 AND SUBSIDIARIES
MARKET SEGMENT IDENTIFIABLE ASSETS
(000 omitted)

	UNAUDITED September 30, 1999	December 31, 1998
Dover Industries	$ 884,993	$ 732,136
Dover Technologies	1,200,112	1,000,209
Dover Diversified	945,633	802,872
Dover Resources	767,846	781,933
Corporate (1)	131,711	65,243
Total Continuing	3,930,295	3,382,393
Net assets of discontinued operations	--	244,883
Consolidated Total	$3,930,295	$3,627,276

(1) - Principally cash and equivalents

DOVER CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 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 third quarter and nine months have been restated to show the segment as discontinued operations.

NOTE B - Inventory

Inventories, by components, are summarized as follows :

	(000 omitted)	
	UNAUDITED September 30, 1999	December 31, 1998
Raw materials	$240,782	$220,467
Work in progress	191,263	175,117
Finished goods	222,965	204,123
Total	655,010	599,707
Less LIFO reserve	42,063	40,440
Net amount per balance sheet	$612,947	$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	(36,601)	(36,596)	(5)
Ending balance	$(63,793)	$(63,839)	$ 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 third quarter and nine 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.

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 nine months of 1999 as compared to the position at December 31, 1998. Cash flow provided by operating activities ($261 million) and the proceeds from sale of businesses ($1.21 billion), net of amounts invested in treasury stock ($630 million) and acquisitions ($371 million) is the principle reason for the increase in liquidity.

At September 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 $620.0 million represented 23.7% of total capital. This compares with 33.1% at December 31, 1998.

Working capital increased from $314,777 million at the end of last year to $422,965 million at September 30, 1999.

The Company announced record earnings from continuing operations for its Third Quarter ended September 30. Earnings per share of $.58, which includes $.05 from non-recurring items described below, were 53% ahead of the $.38 earned in the Third Quarter of 1998. Excluding the non-recurring items, earnings per share rose 39%. The Company's Elevator Business, which was sold at the beginning of 1999 and which is therefore shown as a discontinued operation, added a further $.04 to last year's reported earnings per share, bringing last year's total to $.42.

The $.05 non-recurring net gain was composed of a $20.9 million gain on the sale of the Pathway Bellows company (net of a charge to close a plant in the OPW Fluid Transfer company) and a $3.1 million provision to settle legal claims (shown as corporate expense). Non cash write-offs required by purchase accounting rules amounted to $21 million (pre-tax) in the Quarter, equal to $.07 per share.

The Company invested $192 million to repurchase 4.9 million shares of its common stock in the Quarter at an average price of $39. Since announcing the sale of its Elevator Business in November, 1998 the Company has now repurchased 19.6 million of its shares, at an average cost of $36 per share, which has reduced actual shares outstanding by 9%.

Dover companies also made five "add-on" acquisitions during the quarter at a cost of $65 million, bringing 9-month acquisition spending to $371 million. The Company's management now believes that total acquisition investment in 1999 could top the previous record of $556 million in 1998.

(2) MATERIAL CHANGES IN RESULTS OF OPERATIONS:

Three of the Company's four Segments achieved profit gains, led by Technologies, which was up 82% primarily as a result of strong bookings, shipments, and earnings for its Circuit Board Assembly and Test Business (CBAT). Earnings of the four companies serving this market more than doubled from prior year as shipments improved 44%. An 18% gain in the Industries segment and a 3% gain in Diversified more than offset Resources' 22% decline.

DOVER TECHNOLOGIES:

The 82% profit increase in the Technologies segment on a 32% gain in sales reflects the strong operating leverage inherent in its CBAT and Specialty Electronics Components (SEC) businesses, which provided almost all of the $98 million sales gain. The marking business (Imaje) primarily serves consumer products manufacturers, rather than the electronics industry, and growth here was very modest, as recovery in Asia was offset by slower sales in Europe. Technologies' overall book-to-bill ratio in the Quarter was 1.04, with CBAT and SEC at similar ratios.

All of the CBAT companies achieved significant earnings gains, driven by sharply higher capital spending by both OEM and CEM customers who have begun adding capacity for assembly of printed circuit boards. Dover does not believe that increased market share has contributed significantly to the higher sales levels in the Third Quarter. The general strengthening in the market that began in June continued during July and August, providing record "rolling three month" bookings. However, orders fell sharply in September raising a concern that there may be a temporary pause coming in the market. The longer-term outlook remains positive, however, based on more powerful processors being rolled out by semiconductor makers and strong interest in downstream products for Internet data transfer and access -- both hard wired and wireless.

Technologies' four SEC companies continued to benefit from these trends with record shipments and profits for the quarter and record bookings in September. Third quarter profits here rose 75% on a 20% sales gain with almost all of the increases coming from communications related products. Quadrant has again expanded production capacity for its oscillator products, the timing "clocks" of voice and data transmissions. Orders for wireless base station equipment rose sharply at K&L, which has created focused - factory work cells to increase capacity.

Technologies management believes that its fourth quarter may not be as strong as the third because of the September fall-off in CBAT orders. However, CBAT's strong backlog and good order rates for marking and SEC products should enable this segment to set an earnings record for the year, exceeding the $195 million earned in 1997.

DOVER INDUSTRIES:

Dover Industries' 18% profit gain on a 9% sales increase was driven by (a) continued strength at Heil Environmental and Marathon, which serve the solid waste disposal industry. Combined profits here were up 23% with new orders almost equal to shipments and 21% higher than prior year; and (b) profit gains in excess of 15% at Rotary Lift, Texas Hydraulics, DovaTech, and PDQ. New products (internally developed and through acquisitions), new marketing strategies and more aggressive pricing made possible by unit cost reductions were important factors in these companies' gains.

Five of the Industries companies owned last year had earnings declines, but by small amounts that totaled only $1.4 million. The addition of Somero (acquired in Q2 of 1999) and of three add-on acquisitions during the quarter added $1 million to Third Quarter profits (after purchase accounting write-offs).

The book-to-bill ratio for Industries as a whole was .99 in the Quarter. Backlog is an important "leading indicator" at only a few Industries' companies, notably at Heil Trailer and Heil Environmental, which generally account for more than half of total backlog. Combined, these two companies have 6% lower backlog than at the end of third quarter 1998, as large gains at Environmental have almost offset weakness in Trailer's markets. Dover Industries expects a solid fourth quarter with record full year earnings in the $170 - $180 million range.

DOVER DIVERSIFIED:

Profits at Dover Diversified continued to improve sequentially from the start of 1999, reaching a record level of $40 million. Both A-C Compressor and Belvac Production Machinery had sharply lower earnings than last year ($6 million in total) due to poor bookings last year at A-C and this year at Belvac. Bookings at A-C thus far in 1999 have been 30% ahead of 1998, bringing backlog up 25% since the start of the year. Belvac's market, however, shows few signs of improvement. Hill Phoenix offset much of these profit declines with a gain of more than 40% from the third quarter of last year. Both sales and profits set records as this company became

Diversified's largest profit maker in the Quarter (and Dover's fourth largest). Diversified's other operations were close to, or ahead, of prior year profits, with acquisitions made this year adding almost $4 million to quarterly earnings (after acquisition write-offs). Book-to-bill at Diversified was .88 in the quarter, with the largest imbalance at Hill Phoenix where record shipments combined with seasonally soft orders. Diversified's total backlog is 1% below last year.

DOVER RESOURCES:

Dover Resources' profits continued under pressure due to poor market conditions for some of its companies and due to a strike at its OPW-Cincinnati operations in mid-September. Contract discussions with the union are continuing, but shipments (and profits) at OPW-Fueling Components and OPW-Fluid Transfer will be adversely affected, at least through October. Market conditions for both of these companies have been much softer than in 1998 and this, rather than the strike, is the cause of their Third Quarter drop of $13 million in sales and over $5 million in profits. Earlier in the quarter OPW-Fluid Transfer announced the permanent closing of one of its Cincinnati plants to address the basic overcapacity problem.

An improvement in crude oil prices and significant internal cost reductions allowed Resource's Petroleum Equipment companies to achieve a strong sales gain and very strong earnings improvement compared to last year's depressed results. However, poor market conditions for Duncan (parking meters) and Ronninger-Petter (filters for papermaking and oil refinery) depressed profits for these companies, which are now comparing against last year's best results. Within Dover, and especially within Dover Resources, the answer to the question "Is the industrial economy strong or weak" continues to be, "It depends on which Company President you ask ... and which month".

Resources' book-to-bill of 1.04 for the Quarter and 1.09 for September (best bookings this year) give some hope for profit improvement in the Fourth Quarter but probably not to the $31 million level of last year.

OUTLOOK:

"Our excellent Third Quarter financial results make me confident of fulfilling the goal for 1999 expressed in last year's Annual Report," Mr. Reece added. I will indeed be 'very disappointed if earnings per share from continuing operation (excluding special items) does not grow at least 15% in 1999.' More important, I think we have established a good base for continued strong growth for next year and beyond."

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 September 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-seven 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 December, 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 nine months of 1999 the Company and its companies spent approximately $22 million, $27 million and $19 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 5. Other Information

The Company also announced that John F. McNiff, who has been Chief Financial Officer of Dover since 1983, plans to retire in the course of the year 2000 after a successor has been named. Thomas L. Reece, Dover's Chief Executive Officer, noted, "John has done a terrific job for Dover, and I will miss his analytic mind and encyclopedic memory of Dover's corporate history. We will conduct a thorough evaluation, both internally and externally, for the best possible successor. I understand and support John's decision that after 30 years as a 'corporate officer' he would like to take a break and then look at something different. John has given me an open-ended commitment to an orderly transition."

The Company included this table in its third quarter press release. See also annual report page 4.

Dover Corporation
Operational Profits (1)
(in millions)

	1999 - THIRD QUARTER			1999 - NINE MONTHS			1998 - FULL YEAR		
	SALES	EARNINGS	%	SALES	EARNINGS	%	SALES	EARNINGS	%
DOVER INDUSTRIES	$ 292	$ 52	18	$ 844	$ 149	18	$ 1,012	$ 173	17
DOVER TECHNOLOGIES	400	82	21	1,024	173	17	1,211	178	15
DOVER DIVERSIFIED	268	45	17	760	119	16	958	164	17
DOVER RESOURCES	191	30	15	575	91	16	801	144	18
OPERATIONAL PROFITS (AFTER ELIM.) (1)	$ 1,151	209	18	$ 3,198	532	17	$ 3,978	659	17
CORPORATES AND OTHER		(12)			(29)			(40)	
EBITACQ (2)		197			503			619	
GAIN ON DISPOSITIONS		21			17				
INTEREST		(9)			(22)			(57)	
ACQUISITION WRITE-OFFS		(21)			(62)			(73)	
DOVER PRE-TAX INCOME		$ 188			$ 436			$ 489	

(1) Differs from segment operating profits in that all non-cash write-offs relating to acquisitions are excluded, along with the expenses of each segment's corporate group.

(2) Earnings before taxes, interest, acquisition write-offs and non-recurring gains.

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: October 25, 1999

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

Date: October 25, 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 the six months ended September 30,1999 and is qualified in its entirety by reference to such financial statements.

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9-MOS
DEC-31-1999
JUL-1-1999
SEP-30-1999
174,628
0
772,250
23,257
612,947
1,618,353
1,388,985
(792,390)
3,930,295
1,195,388
609,401
0
0
236,218
1,761,840
3,930,295
3,198,136
3,198,136
2,049,151
2,758,746
(18,270)
0
38,209
435,668
151,603
284,065
523,938
0
0
808,003
3.83
3.80