FORM 10-Q/A

Quarterly report pursuant to sections 13 or 15(d) [amend]

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DOVER CORP
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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q/A NO. 2

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

For six months ended June 30, 2000   Commission File No. 1-4018

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

<TABLE>

<S>	<C>
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)

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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 203,074,480.

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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 decreased slightly during the first half of 2000 as compared to the position at December 31, 1999. The taxes paid on the gain from sale of the elevator business ($308 million), plus amounts invested in acquisitions ($242 million) are the principle reasons for the decrease in liquidity.

Working capital increased from $276.7 million at the end of last year to $334.9 million at June 30, 2000. Capital expenditures were $77.3 million for the first half 2000 compared to $53.8 million last year. The working capital increase and capital expenditures were funded by internal cash flow.

At June 30, 2000, 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 $1,290 million represented 36.6% of total capital. This compares with 27.4% at December 31, 1999. The Company continues to be rated A-1 by Standard & Poors and F-1 by Fitch IBCA. The Company believes its significant free cash flow will enable it to fund internal growth and, together with modest debt utilization, fund its acquisition program. The Company also believes it will continue to maintain a solid credit profile.

The Company completed seven add-on acquisitions during the quarter at a combined cost of $74 million, bringing the total for the year to 12 acquisitions for a total of $242 million.

ACQUISITIONS - SECOND QUARTER 2000

DATE	TYPE	ACQUIRED COMPANIES	LOCATION (Near)	SEGMENT - OPERATING CO.	
10-APR	STOCK	GREER COMPANY	SANTA ANA, CA.	DRI	TULSA WINCH
Manufactures systems that continuously monitor the load and configuration of mobile cranes.					
12-APR	ASSET	HOEGGER ALPINA (HA)	GOSSAU, SWITZERLAND	DII	TIPPER TIE
Manufactures machinery, clips and loops primarily serving the food processing industry.					
24-MAY	STOCK	HYDROMOTION, INC.	SPRING CITY, PA.	DII	TEXAS HYDRAULICS
Designs & manufactures hydraulic swivels, electric slip rings and telescopic waterway assemblies.					
31-MAY	STOCK	SALWASSER MANUFACTURING COMPANY, INC.	REEDLEY, CA.	DDI	SWF
Manufactures packaging machinery in automation of case packing for paper, dry goods and toiletries markets.					
8-JUN	ASSET	PROVACON, INC.	GONZALES, LA.	DRI	MIDLAND
Designs & manufactures specialty values and fitting for the transfer of hazardous fluids in petro-chemical plants.					
23-JUN	STOCK	C & H MANUFACTURING, INC.	ONTARIO, CA.	DDI	SARGENT
Manufactures specialty fasteners, primarily for use in aircraft landing gears.					
30-JUN	STOCK	GROUPE AOUSTIN	NANTERRE, FRANCE	DRI	RONNINGEN-PETTER
Manufactures high volume, turnkey liquid filtration systems and specialty high-viscosity mixers-extruders.					

ACQUISITIONS - FIRST QUARTER 2000

DATE	TYPE	ACQUIRED COMPANIES	LOCATION (NEAR)	SEGMENT - OPERATING CO.	
1-JAN	STOCK	SURESEAL, INC.	MINERAL PT, MO.	DRI	CIVACON/KNAPPCO
Supplier of butterfly valves, actuators and other components used in piping systems, pneumatic conveying, transportation and industrial applications.					
29-FEB	STOCK	YAKIMA WIRE WORKS, INC.	YAKIMA, WA.	DDI	SWF
Manufactures bagging machinery for the packaging of soft perishable produce.					
8-MAR	STOCK	TRITON SYSTEMS, INC.	LONG BEACH, MS.	DII	
Manufactures cash-dispensing ATMs for off-premise locations, including ATM management software.					
8-MAR	STOCK	PRIME YIELD SYSTEMS, INC.	ST. PAUL, MN.	DTI	EVERET CHARLES
Manufactures semiconductor test sockets and distributes probe cards.					
30-MAR	ASSET	HYDRO-CAM ENGINEERING COMPANY	TROY, MI.	DRI	DE-STA-CO MFG.
Manufactures stamping dies for the electric motor, generator, transformer and automotive markets.					

The profit impact in 2000 will be small due to acquisition write-offs, and imputed financing costs. Acquisitions completed in the last twelve months (July 1999-June 2000) added $105 million in sales and $19 million in operational profit in the second quarter bringing the total for six months to $174 million in sales and $ 31 in operational profit.

(2) MATERIAL CHANGES IN RESULTS OF OPERATIONS:

The Company earned $.67 per diluted share from continuing operations in the second quarter ended June 30, 2000, an increase of 52% from the $.44 per diluted share earned in the comparable quarter last year. The Company earned $ 1.24 per diluted share for the six months , which was an increase of 63%.

Net income from continuing operations for the second quarter was a record of $136.7 million, up 47% from $93.3 million in net income from continuing operations last year. On a year-to-date basis net income was up 56% to $254.1.

Sales in the quarter were a record $1.38 billion, up 28% from $1.08 billion last year. On a year-to-date basis sales were $ 2.63 billion, up 28% from $ 2.05 billion last year.

The Company reports its pretax earnings in two ways -- on the GAAP/SEC required segment reporting described above, and on an EBITACQ basis (Earnings Before Interest, Taxes, and non-cash charges arising from purchase accounting for acquisitions). Second quarter EBITACQ of $252 million was 45% higher than prior year. Of this, about 11 percentage points reflect acquisitions and 34 percentage points reflect the growth of existing companies (notably electronics). On a year-to-date basis EBITACQ was up 54% to $470 million. The reduction in shares outstanding during the last 6 months of 1999 resulted in stronger growth for EBITACQ per outstanding share, as this measure increased 55% to $1.24 per share in the second quarter and increased 62% to $ 2.30 per share year-to-date, as compared to the same periods in the last year.

The Company reported as part of its second quarter Statement of Comprehensive Income an Unrealized Gain of $ 41.7 million ($27.1 after tax). In 1997, Dover Technologies made a small investment in Bookham Technology PLC for strategic business reasons. Bookham (BKHM: NASDAQ) went public in April of this year resulting in the unrealized appreciation. The Company has no current plans to sell the investment and is in fact prohibited from doing so for six months from the date of the initial public offering.

Strong performance in each of the Company's four business segments was led by Technologies where income more than doubled from last year for both the second quarter and year-to-date periods.

DOVER TECHNOLOGIES:
Sales in the second quarter increased 57% to $527.4 million, from $334.9 million last year, and segment profit increased 130% to $110.3 million, from $47.9 million last year. Segment bookings set a quarterly record, and at $628 million were 19% greater than shipments. Year-to-date results were a 60% sales increase to $993.7 million from $623.0 million; profit increased 164% to $ 195.1 million from $ 73.8 million; bookings at $ 1,190.4 million were 20% greater than shipments. These strong results were a continuation of trends apparent in the second half of last year.

Technologies' companies which make production equipment for circuit board assembly and test (CBAT), used in a broad array of high volume electronics manufacturing applications, achieved their fifth consecutive quarterly improvement in orders, shipments, and earnings. For the quarter CBAT bookings were up 66% from last year to $386 million, sales were up 71% to $ 356 million, and earnings were up 154% to $74 million. The book-to-bill ratio in the quarter was 1.08. Year-to-date results were a 76% sales increase to $670.8 million from $382.2 million; profit increased 203% to $ 135.8 million from $ 44.8 million; bookings at $ 743.4 million were 11% greater than shipments. The continuation of robust growth into the second quarter is the result of high customer demand in telecom, data com, and networking markets.

Technologies' companies that make specialty electronic components (SEC) also experienced a continuing strong market, driven by telecommunications spending. In the second quarter SEC sales were $121 million, up 54% from the prior period, profits more than doubled to $24 million, and bookings were up 113% to $188 million on a 54% sales gain. The quarter's book-to-bill ratio was 1.56. Year-to-date results were a 48% sales increase to $224.1 million from $151.1 million; profit increased 110% to $ 41.6 million from $ 19.8 million; bookings at $ 345.5 million were 54% greater than shipments. In response to these strong trends, numerous capacity expansion projects have been undertaken at the SEC companies.

The plans of the telecommunications companies to replace much of the infrastructure for wired and wireless communications, along with the robust demand growth for portable communication devices with broadband connection to the network makes the outlook for these businesses bright. The electronics industry recovery that began late in the second quarter of 1999 has continued. Comparisons for the balance of 2000 will be made to a period after the industry recover had begun.

Technologies' industrial marking business, Imaje, also continues its steady growth, with earnings up over 21% on an 18% sales increase. On a year-to-date basis earnings were up 39% on a 25% sales increase.

DOVER INDUSTRIES:

Sales in the second quarter increased 11% to $326.3 million from $293.8 million last year, and segment earnings increased 6% from $48.7 million to $51.5 million. Segment bookings in the quarter were up 7% to $307 million and the book-to-bill ratio was .94. Year-to-date results were a 13% sales increase to $625.3 million from $552.5 million; profit increased 19% to $ 101.9 million from $ 86.0 million; bookings at $ 599.5 million were 4% less than shipments. Acquisitions made in the last year, including Triton, the manufacturer of cash dispenser systems acquired in the first quarter contributed all of the sales increase. Segment earnings, in the second quarter, were down 9% excluding acquisitions made in the last year.

Sales and earnings at Heil Environmental and Dovatech set quarterly records continuing the strong first quarter results . The automotive service equipment market remains strong, helping Rotary Lift and Chief achieve higher sales and earnings, but the impact of pending new product introductions on sales of existing products has temporarily negatively impacted PDQ.

Heil Trailer, the liquid and dry bulk tank trailer company, has experienced weakness in its markets since last year due to the impact of higher fuel costs on its customer base.

DOVER DIVERSIFIED:

Sales in the second quarter increased 19% to $310.4 million from $260.7 million, last year, and segment income increased 27% to $44.2 million from $34.8 million. Segment bookings in the quarter were down 1% to $294 million and the book-to-bill was 0.95. Year-to-date results were a 18% sales increase to $580.0 million from $491.3 million; profit increased 25% to $ 77.7 million from $ 62.1 million; bookings at $ 604.6 million were 4% greater than shipments.

As in first quarter, acquisitions made in 1999 (especially Crenlo and JE Piston), contributed strongly to this quarter's result, as did the performances at AC Compressor, Mark Andy, Wiseco, and Sargent. Acquisitions, net of divestments, added about $37 million to Diversified's second quarter sales and $ 67 million year-to-date. The Belvac turnaround also boosted the second quarter and six months results.

Hill Phoenix, which manufactures commercial refrigeration equipment and display cases, has been adversely impacted by consolidation in its customer base.

DOVER RESOURCES:

Sales in the second quarter increased to $217.5 million from $189.6 million last year, or 15%, and segment income increased 29%, from $24.9 million to $32.0 million. Segment bookings in the quarter were up 18% to $221 million and the book-to-bill ratio was 1.01. Year-to-date results were a 14% sales increase to $435.7 million from $383.3 million; profit increased 26% to $ 65.6 million from $ 51.8 million; bookings at $ 450.0 million were 3% greater than shipments.

The Petroleum Equipment Group, which is heavily influenced by North American oil production activity and particularly existing wells, continued the very strong performance of the first quarter into the second quarter, compared to the lower oil price environment last year. Quartzdyne and C. Lee Cook, more heavily influenced by new production and development, have also begun to improve compared to the prior year. Companies serving the process industries (Wilden, Blackmer, Ronningen-Petter) were about flat to the prior year for both the second quarter and year-to-date periods.

OPW Fueling Components, which serves the retail petroleum distribution market, has been hurt by the current pressure on customers' retail margins, and industry consolidation.

OUTLOOK:

The Dover Technologies results, which while they may not continue to strengthen, certainly appear unlikely to deteriorate soon. Together with the admirable profit improvements at Industries, Diversified and Resources, which also appear, in aggregate, sustainable, the Company may well finish the year with earnings per share growth approaching 35%.

Special Notes Regarding Forward Looking Statements

This Quarterly Report on Form 10-Q, the Annual Report on Form 10-K and the documents that are incorporated by reference, particularly sections of any report under the headings "Outlook" or "Management's Discussion and Analysis", contain forward-looking statements within the meaning of the Securities Act of 1933, as amended, and the Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. Such statements relate to, among other things, industries in which the Company operates, the U.S. and global economies, earnings, cash flow and operating

improvements and may be indicated by words or phrases such as "anticipates," "supports," "plans," "projects," "expects," "should," "hope," "forecast," "Dover believes," "management is of the opinion" and similar words or phrases. Such statements may also be made by management orally. Forward-looking statements are subject to inherent uncertainties and risks, including among others: increasing price and product/service competition by foreign and domestic competitors, including new entrants; technological developments and changes; the ability to continue to introduce competitive new products and services on a timely, cost effective basis; the mix of products/services; the achievement of lower costs and expenses; domestic and foreign governmental and public policy changes including environmental regulations; protection and validity of patent and other intellectual property rights; the continued success of the Company's acquisition program; the cyclical nature of the Company's business; and the outcome of pending and future litigation and governmental proceedings. In addition, such statements could be affected by general industry and market conditions and growth rates, and general domestic and international economic conditions including interest rate and currency exchange rate fluctuations. In light of these risks and uncertainties, actual events and results may vary significantly from those included in or contemplated or implied by such statements. Readers are cautioned not to place undue reliance on such forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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: February 2, 2001 /s/ David S. Smith

David S, Smith, Chief Financial Officer,
Vice President, Finance

Date: February 2, 2001 /s/ George F. Meserole

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