

DOVER MOTORSPORTS INC

Form 4

April 30, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BELOHOUBEK KLAUS M

(Last) (First) (Middle)

PLAZA CENTRE BLDG. SUITE
203, 3505 SILVERSIDE ROAD

(Street)

WILMINGTON, DE 19810

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DOVER MOTORSPORTS INC
[DVD]

3. Date of Earliest Transaction
(Month/Day/Year)
04/28/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)
Sr. VP, General Counsel & Secy

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.10 par value	04/28/2008		F		602	D	\$ 6.48
					42,693 ⁽¹⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. F Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options granted 05/05/2000 (4)	\$ 5.03					(2) 05/04/2008	Common Stock	7,500	
Options granted 02/01/2001 (4)	\$ 5.13					(3) 01/31/2009	Common Stock	28,890	
Options granted 02/01/2001 (4)	\$ 5.13					(2) 01/31/2009	Common Stock	1,110	
Options granted 05/09/2002 (4)	\$ 7.23					(2) 05/08/2010	Common Stock	15,000	
Options granted 01/03/2003 (4)	\$ 4.68					(2) 01/02/2011	Common Stock	20,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BELOHOUBEK KLAUS M PLAZA CENTRE BLDG. SUITE 203 3505 SILVERSIDE ROAD WILMINGTON, DE 19810			Sr. VP, General Counsel & Secy	

Signatures

Klaus M.
Belohoubek

04/30/2008

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Includes 38,193 shares of restricted stock granted under the Company's Incentive Stock Plan in transactions exempt under Rule 16b-3 (full amount of original grant, whether or not vested, less shares disposed of, if any). Shares vest one fifth per year beginning on the

- (1) second anniversary of the grant date (beneficial ownership in unvested shares is disclaimed for Section 16 purposes). Grant dates and number of shares granted were: January 3, 2008: 8,000 shares; January 3, 2007: 8,000 shares; January 3, 2006: 8,000 shares; January 3, 2005: 8,000 shares; and April 28, 2004: 8,000 shares.
- (2) Eight-year options with exercisability phasing in. Beginning one year after date of grant, one-sixth becomes exercisable. An additional one-sixth becomes exercisable over the succeeding five years. Options granted 5/05/2000 and 5/09/2002 are fully exercisable.
- (3) Eight-year options with exercisability phasing in as follows: 2nd year 2,235; 3rd year 2,235; 4th year 2,235; 5th year 6,100; 6th year 7,430; 7th year 8,655.
- (4) Previously reported.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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