

WINTERMANTEL THOMAS G  
Form 4  
January 04, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WINTERMANTEL THOMAS G

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1131 N. DUPONT HIGHWAY  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/03/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
Treasurer and Assistant Secy

DOVER,, DE 19901

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, \$.10 par value   | 12/15/2005                           |  | P                              | V 13 A  | 0 (2)   | D  |                                   |
| Common Stock, \$.10 par value   | 01/03/2006                           |  | A                              | 6,000 A \$ 0  | 23,382 (3) (4) (5)  | D  |                                   |
| Common Stock, \$.10 par value   | 12/15/2005                           |  | P                              | V 23 A  | (1) 2,894   | I  | Children                          |

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 displays a currently valid OMB control number.

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(9-02)

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

| 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         |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Options granted<br>07/05/2002<br>(7)       | \$ 5.38  |                                      |  |                                |   | (6) 07/04/2010   |   | Common Stock | 10,000                     |
| Options granted<br>01/03/2003<br>(7)       | \$ 4.68  |                                      |  |                                |   | (6) 01/02/2011   |   | Common Stock | 20,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| WINTERMANTEL THOMAS G<br>1131 N. DUPONT HIGHWAY<br>DOVER,, DE 19901 |               |           | Treasurer and Assistant Secy |       |

## Signatures

Elia D. Trowbridge via Power of Attorney Filed With the Securities & Exchange Commission  
 \*\*Signature of Reporting Person  
 Date 01/04/2006

## 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).
- (1) Dividend reinvestment through December 15, 2005.

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(2) See line below on Table I for total amount of securities beneficially owned directly.

Includes 6,000 shares of restricted stock granted under the Company's Incentive Stock Plan on January 3, 2006 in a transaction exempt under Rule 16b-3. Shares vest one fifth per year beginning on the second anniversary of the grant date (beneficial ownership in unvested shares is disclaimed for Section 16 purposes).

(3) Includes 6,000 shares of restricted stock granted under the Company's Incentive Stock Plan on January 3, 2005 in a transaction exempt under Rule 16b-3. Shares vest one fifth per year beginning on the second anniversary of the grant date (beneficial ownership in unvested shares is disclaimed for Section 16 purposes).

(4) Includes 6,000 shares of restricted stock granted under the Company's Incentive Stock Plan on April 28, 2004 in a transaction exempt under Rule 16b-3. Shares vest one fifth per year beginning on the second anniversary of the grant date (beneficial ownership in unvested shares is disclaimed for Section 16 purposes).

(5) 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.

(6) 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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