

DOVER MOTORSPORTS INC
 Form 4
 November 08, 2011

FORM 4

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

OMB APPROVAL

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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 *
CIBELLI MARIO

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)
6 EAST 43RD STREET, 23RD FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
11/04/2011

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

(Street)
NEW YORK, NY 10017

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

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

(City) (State) (Zip)

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)
Common Shares, \$0.10 par value	11/04/2011		S	396,950 D	\$ 0.93 1,815,959	D ⁽¹⁾	
Common Shares, \$0.10 par value					1,815,959	I	See Footnote ⁽²⁾
Common Shares, \$0.10 par	11/04/2011		S	103,050 D	\$ 0.93 51,431	I	See Footnote ⁽³⁾

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value								
Common Shares, \$0.10 par value	11/04/2011	S	9,285	D	\$ 1	1,806,674	D <u>(1)</u>	
Common Shares, \$0.10 par value						1,806,674	I	See Footnote <u>(2)</u>
Common Shares, \$0.10 par value	11/04/2011	S	2,431	D	\$ 1	49,000	I	See Footnote <u>(3)</u>
Common Shares, \$0.10 par value	11/07/2011	S	106,191	D	\$ 1.0033	1,700,483	D <u>(1)</u>	
Common Shares, \$0.10 par value						1,700,483	I	See Footnote <u>(2)</u>
Common Shares, \$0.10 par value						49,000	I	See Footnote <u>(3)</u>
Common Shares, \$0.10 par value	11/08/2011	S	75,000	D	\$ 1.0733	1,625,483	D <u>(1)</u>	
Common Shares, \$0.10 par value						1,625,483	I	See Footnote <u>(2)</u>
Common Shares, \$0.10 par value						49,000	I	See Footnote <u>(3)</u>

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

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

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The reported securities are directly owned by Marathon Partners, L.P. and may be deemed beneficially owned by (i) Cibelli Capital Management, LLC, as General Partner of Marathon Partners, L.P. and (ii) Mario Cibelli, as managing member of Cibelli Capital Management, LLC. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

- (3) The reported securities are directly owned by Marathon Focus Fund, L.P., a Delaware limited partnership, and may be deemed beneficially owned by Mario Cibelli as the managing member of Cibelli Research & Management, L.L.C., a Delaware limited liability company that is an investment management firm which serves as the general partner of Marathon Focus Fund, L.P. The reported securities are also directly owned by a number of separate managed accounts to which Mr. Cibelli serves as portfolio manager and therefore may be deemed to be beneficially owned by Mr. Cibelli. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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