

DOVER MOTORSPORTS INC

Form 4

January 26, 2010

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 *
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)
110 EAST 42ND STREET, SUITE
1100

3. Date of Earliest Transaction
(Month/Day/Year)
01/22/2010

____ 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 Ownership (Instr. 4)
Common Shares, \$0.10 Par value	01/22/2010		P	2,200 A \$ 2.25	2,942,109	D ⁽¹⁾	
Common Shares, \$0.10 Par value					2,942,109	I	See Footnote (2)
Common Shares, \$0.10 Par	01/22/2010		P	500 A \$ 2.25	186,681	I	See Footnote (3)

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value

Common
Shares,
\$0.10 Par
value
01/26/2010
P 19,300 A \$ 2.2536 2,961,409 D ⁽¹⁾

Common
Shares,
\$0.10 Par
value
2,961,409 I See
Footnote
(2)

Common
Shares,
\$0.10 Par
value
01/26/2010
P 700 A \$ 2.2536 187,381 I See
Footnote
(3)

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CIBELLI MARIO
110 EAST 42ND STREET
SUITE 1100
NEW YORK, NY 10017

X

X

Reporting Owners

MARATHON PARTNERS, L.P.
110 EAST 42ND STREET
SUITE 1100
NEW YORK, NY 10017

CIBELLI CAPITAL MANAGEMENT LLC
110 EAST 42ND STREET
SUITE 1100
NEW YORK, NY 10017

X

Signatures

/s/ Mario Cibelli 01/26/2010

__Signature of Reporting Person

Date

Marathon Partners, L.P., By: Cibelli Capital Management, LLC, By: /s/ Mario Cibelli

01/26/2010

__Signature of Reporting Person

Date

Cibelli Capital Management, LLC, By: /s/ Mario Cibelli

01/26/2010

__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).

(1) These securities are owned by Marathon Partners, L.P., which is a Reporting Person.

The reported securities are directly owned by Marathon Partners, L.P. and may be deemed beneficially owned by Cibelli Capital Management, LLC as General Partner of Marathon Partners, L.P. and 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.

Mario Cibelli is 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., a Delaware limited partnership, which is a direct owner of Shares. Mr. Cibelli also serves as portfolio manager to a number of separate managed accounts that directly own Shares.

(3) 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.

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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