

DOVER MOTORSPORTS INC

Form SC 13G/A

February 17, 2009

CUSIP No. 260174107

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1818 MASTER PARTNERS, LTD.

Tax ID. 98-0335961

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

633,000

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

633,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

633,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW(9) EXCLUDES CERTAIN
SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW [9]

3.54%

12. TYPE OF REPORTING PERSON*

CO

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

RICHARD H. WITMER

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

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(a) []

(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U. S. A.

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

633,000

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

633,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

633,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW(9) EXCLUDES CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW [9]

3.54%

12. TYPE OF REPORTING PERSON*

IN

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

TIMOTHY E. HARTCH

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

U. S. A.

5. SOLE VOTING POWER

0

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6. SHARED VOTING POWER

633,000

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

633,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

633,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW(9) EXCLUDES CERTAIN
SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW [9]

3.54%

12. TYPE OF REPORTING PERSON*

IN

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BROWN BROTHERS HARRIMAN & CO.

13-4973745

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

NEW YORK

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

633,000

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

633,000

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

633,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW(9) EXCLUDES
CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW [9]

3.54%

12. TYPE OF REPORTING PERSON*

HC

Item 1 (a). Name of Issuer:

DOVER MOTORSPORTS, INC.

Item 1 (b). Address of issuer's principal executive offices:

1131 NORTH DUPONT HIGHWAY
P.O. BOX 843
DOVER, DE 19901

Item 2 (a). Name of persons filing:

Brown Brothers Harriman & Co.
on behalf of itself and:
1818 Master Partners, Ltd.
Richard H. Witmer
Timothy E. Hartch

Item 2(b). Address of principal business office:

140 Broadway
New York City, NY 10005

Item 2(c). Citizenship/Place of Organization:

Brown Brothers Harriman & Co., New York
1818 Master Partners, Ltd., Cayman
Richard H. Witmer, US Citizen
Timothy E. Hartch, US Citizen

Item 2(d). Title of class of securities:

COMMON STOCK

Item 2(e). CUSIP Number:

260174107

Item 3. If this statement is filed pursuant to Rules 13d-1(b)
or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

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Name: Richard H. Witmer
Title: Partner

By: /s/ Timothy E. Hartch

Name: Timothy E. Hartch
Title: Managing Director

By: /s/ Howard M. Felson

Name: Howard M. Felson
Title: Vice President

1818 MASTER PARTNERS, LTD.

By: /s/ Richard H. Witmer

Name: Richard H. Witmer
Title: Director

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Disclaimer of Beneficial Ownership

The undersigned expressly declare that the filing of this Schedule shall not be construed as an admission that the undersigned are, for purpose of Sections 13(d) and 13(g) of the Securities Exchange Act of 1934, the beneficial owners of any securities covered by this Schedule 13G.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 17, 2009

BROWN BROTHERS HARRIMAN & CO.

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By: /s/ Richard H. Witmer

Name: Richard H. Witmer
Title: Partner

By: /s/ Timothy E. Hartch

Name: Timothy E. Hartch
Title: Managing Director

By: /s/ Howard M. Felson

Name: Howard M. Felson
Title: Vice President

1818 MASTER PARTNERS, LTD.

By: /s/ Richard H. Witmer

Name: Richard H. Witmer
Title: Director