

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <b>CIBELLI MARIO</b> <hr/> (Last) (First) (Middle) <b>110 EAST 42ND STREET</b> <b>11TH FLOOR</b> <hr/> (Street) <b>NEW YORK NY 10017</b> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>DOVER MOTORSPORTS INC [ DVD ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/28/2009</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Shares, \$0.10 par value	12/28/2009		P		33,432	A	\$1.9789	2,902,822	D <sup>(1)</sup>	
Common Shares, \$0.10 par value								2,902,822	I	See Footnote (2)
Common Shares, \$0.10 par value	12/28/2009		P		1,200	A	\$1.9789	146,681 <sup>(3)</sup>	I	See Footnote (4)
Common Shares, \$0.10 par value	12/29/2009		P		7,187	A	\$2.0317	2,910,009	D <sup>(1)</sup>	
Common Shares, \$0.10 par value								2,910,009	I	See Footnote (2)
Common Shares, \$0.10 par value	12/29/2009		P		700	A	\$2.0317	147,381	I	See Footnote (4)
Common Shares, \$0.10 par value	12/29/2009		P		7,000	A	\$2.0075	154,381	I	See Footnote (4)
Common Shares, \$0.10 par value	12/30/2009		P		7,800	A	\$2.06	2,917,809	D <sup>(1)</sup>	
Common Shares, \$0.10 par value								2,917,809	I	See Footnote (2)
Common Shares, \$0.10 par value	12/30/2009		P		500	A	\$2.06	154,881	I	See Footnote (4)

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person \*

[CIBELLI MARIO](#)

(Last) (First) (Middle)

110 EAST 42ND STREET

11TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[MARATHON PARTNERS, L.P.](#)

(Last) (First) (Middle)

110 EAST 42ND STREET

11TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[CIBELLI CAPITAL MANAGEMENT LLC](#)

(Last) (First) (Middle)

110 EAST 42ND STREET

11TH FLOOR

(Street)

NEW YORK NY 10017

(City) (State) (Zip)

**Explanation of Responses:**

- 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.
- This reflects the aggregate amount of securities beneficially owned by the Reporting Persons following the transaction dated December 28, 2009, and gives effect to the aggregate amount of securities beneficially owned by the Reporting Persons following the transaction dated December 3, 2009, as 145,481, which was erroneously reported as 145,781 in Table I - Item 5 of the Form 4 filed on December 3, 2009.
- 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. 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.

/s/ Mario Cibelli 12/30/2009

Marathon Partners, L.P., By:  
Cibelli Capital Management, 12/30/2009  
LLC, By: /s/ Mario Cibelli

Cibelli Capital Management, 12/30/2009  
LLC, By: /s/ Mario Cibelli

\*\* Signature of Reporting Person Date

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

\* 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).

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

**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 Number.**