Graham Jonathan P Form 4 January 04, 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

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 5 obligations may continue. See Instruction

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(b).

(Last)

(City)

1. Name and Address of Reporting Person * Graham Jonathan P

2. Issuer Name and Ticker or Trading

(Middle)

(Zip)

Symbol

DANAHER CORP /DE/ [DHR]

3. Date of Earliest Transaction

(Month/Day/Year) 01/01/2010

2099 PENNSYLVANIA AVENUE, NW. 12TH FLOOR

(Street)

(State)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

Senior VP & GC

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WASHINGTON, DC 20006

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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

(A)

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required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number 4. Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri

Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(A Di (D (Ir	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Insti
				Code `	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Executive Deferred Incentive Program Danaher Stock	\$ 0 (2)	01/01/2010		A(3)	6:	56.6		<u>(4)</u>	<u>(4)</u>	Common Stock (1)	656.6	\$ 75

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Graham Jonathan P

Fund (1)

2099 PENNSYLVANIA AVENUE, NW

Senior VP & GC 12TH FLOOR

WASHINGTON, DC 20006

Signatures

James F. O'Reilly, attorney-in-fact for Jonathan P. 01/04/2010 Graham

> **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).

Compensation deferred or contributed into the Danaher stock fund (the "EDIP Stock Fund") included in Danaher's Executive Deferred

- Incentive Program (the "EDIP") is deemed to be invested in a number of unfunded, notional shares of Danaher common stock based on (1) the closing price of Danaher common stock as reported on the NYSE on the date such compensation is credited to the EDIP Stock Fund. The price shown in Table II, Column 8 above is the closing price per share of Danaher common stock as reported on the NYSE on December 31, 2009.
- (2) The notional shares convert on a one-for-one basis.

In accordance with the terms of the EDIP, on January 1, 2010, Danaher credited a specified amount to the EDIP Stock Fund of the (3) reporting person, which amount has been deemed to be invested in a number of unfunded, notional shares of Danaher common stock based on the closing price of Danaher common stock as reported on the NYSE on December 31, 2009.

The reporting person immediately vests in 100% of each voluntary contribution to the EDIP Stock Fund. The reporting person will vest in all company contributions to the EDIP Stock Fund as follows: 100% upon the earlier of the reporting person's death, or upon retirement

(4) following at least 5 years of service with Danaher and reaching the age of 55, or, if earlier, one-tenth per vesting year of participation following five vesting years of participation, in each case in accordance with the plan. Upon termination of employment, the vested portion of the EDIP Stock Fund is settled in Danaher common stock.

Reporting Owners 2

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