LICO JAMES A Form 4

February 25, 2010

FORM 4

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

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 1(b).

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 Add LICO JAMES	ress of Reporting Perso A	2. Issuer Name and Ticker or Trading Symbol DANAHER CORP /DE/ [DHR]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First) (Middle	3. Date of Earliest Transaction	(Check all applicable)		
2099 PENNSY NW, 12TH FL	YLVANIA AVENU OOR	(Month/Day/Year) E, 02/23/2010	Director 10% Owner _X Officer (give title Other (specify below) Executive Vice President		
	(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
WASHINGTO	ON, DC 20006	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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. Securi on(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common stock	02/23/2010		M	6,500	A	\$ 0 (1)	6,500	D	
Common stock	02/23/2010		F	1,744	D	\$ 74.64	4,756	D	
Common stock	02/24/2010		S	4,756 (2)	D	\$ 74.66	0	D	
Common stock							4,937	I	By 401(k)

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)

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N
Performance based restricted stock units	\$ 0 (1)	02/23/2010		M		6,500	02/23/2010	02/23/2010	Common Stock	
Employee stock option (right to buy)	\$ 74.64	02/23/2010		A	47,640		<u>(3)</u>	02/23/2020	Common stock	4

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LICO JAMES A 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006			Executive Vice President				

Signatures

James F. O'Reilly, attorney-in-fact for James A. Lico 02/25/2010

**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) Each performance based restricted stock unit represents the right to receive one share of Company common stock.
- (2) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 13, 2009.
- (3) Fifty percent of the options granted vest on each of the fourth and fifth anniversaries of the grant date.

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

Reporting Owners 2

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