## Edgar Filing: DANAHER CORP /DE/ - Form 4

DANAHER CORP	/DE/										
Form 4											
August 02, 2010											
FORM A									PPROVAL		
<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549								N OMB Number:	3235-0287		
Check this box								Expires:	January 31,		
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF									2005		
subject to Section 16. SECURITIES								Estimated burden hou			
Form 4 or									. 0.5		
Form 5	Filed pur	suant to S	Section	16(a) of th	ne Securi	ties Exchar	nge Act of 1934,				
obligations may continue.	ection 17(	a) of the l	Public U	Jtility Hol	ding Cor	npany Act	of 1935 or Secti	on			
See Instruction		30(h)	of the In	nvestment	t Compar	ny Act of 1	940				
1(b).											
(Print or Type Response	es)										
1. Name and Address of	of Doporting	Damon *	<b>.</b> .		1		5 Deletionshin	of Doporting Do	$r_{son(s)}$ to		
CAPLIN MORTIN			2. Issuer Name <b>and</b> Ticker or Trading				Issuer	of Reporting Fer	Reporting Person(s) to		
		Symbol									
		DANAHER CORP /DE/ [DHR]				(Check all applicable)					
(Last) (First) (Middle)			3. Date of Earliest Transaction								
			(Month/Day/Year)				X_ Director 10% Owner				
2099 PENNSYLV		ENUE,	07/30/2	2010			Officer (give title Other (specify below) below)				
NW, 12TH FLOO	R						,	,			
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
Filed(Month/Day/Year)					Applicable Line)						
_X_Form filed by One Reporting Person Form filed by More than One Reporti											
WASHINGTON, 1	DC 20006						Person	Note than one it	oporting		
(City) (Sta	ate)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of. or Beneficia	llv Owned		
1.Title of 2. Trans	saction Date	2A Deem		3.	4. Securit		5. Amount of	6. Ownership	7. Nature of		
	(Month/Day/Year)		Date, if				Securities	Form: Direct	Indirect		
(Instr. 3)		any		Code	Disposed		Beneficially	(D) or Indirect (I)	Beneficial		
		(Month/Day/Year)		(Instr. 8)	(Instr. 3, 4 and 5)		Owned		Ownership		
							Following Reported	(Instr. 4)	(Instr. 4)		
						(A)	Transaction(s)				
						or	(Instr. 3 and 4)				
				Code V	Amount	(D) Price					
Reminder: Report on a	separate line	for each cl	ass of sec	urities bene	ficially ow	ned directly o	or indirectly.				
							spond to the colle		SEC 1474		
							ained in this form ond unless the fo		(9-02)		
							ntly valid OMB co				

number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date	Underlying Securities	Derivati
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Instr. 5	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom shares $(1)$	\$ 0 <u>(2)</u>	07/30/2010	А	0.67		(3)	(3)	Common stock (1)	0.67	\$ 38.4 (1)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CAPLIN MORTIMER M 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006	Х						
Signatures							
James F. O'Reilly, attorney-in-fact for Mo Caplin	08/02/2010						
**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).

Under the terms of the Non-Employee Directors Deferred Compensation Plan (the "Plan") established under the Danaher Corporation 2007 Stock Incentive Plan, the reporting person can defer all or part of the cash director fees he is entitled to receive each quarter.

- (1) Amounts deferred under the plan are converted into a particular number of notional shares of Danaher common stock, calculated based on the closing price of Danaher's common stock on the quarterly date such fees otherwise would have been paid. The price shown in Table II, Column 8 above is the closing price per share of the Danaher common stock as reported on the NYSE on the transaction date noted above. The phantom shares reported reflect dividend equivalents accrued to the reporting person's account.
- (2) Upon distribution, the phantom shares convert into shares of Danaher common stock on a one-for-one basis.
- (3) The reporting person is fully vested in all amounts deferred under the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.