

CULP H LAWRENCE JR  
 Form 4  
 January 02, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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 Address of Reporting Person \*  
 CULP H LAWRENCE JR

2. Issuer Name and Ticker or Trading Symbol  
 DANAHER CORP /DE/ [DHR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 2200 PENNSYLVANIA AVENUE,  
 NW, SUITE 800W

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/28/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and CEO

(Street)  
 WASHINGTON, DC 20037

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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

Edgar Filing: CULP H LAWRENCE JR - Form 4

(Instr. 3) Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr.)
Executive Deferred Incentive Program - Danaher Stock Fund <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	12/28/2012	A		49.41		<u>(3)</u>	<u>(3)</u>	Common Stock	49.41 <sup>(1)</sup>	\$ 5
Executive Deferred Incentive Program - Danaher Stock Fund <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	01/01/2013	A		4,499		<u>(3)</u>	<u>(3)</u>	Common Stock	4,499 <sup>(1)</sup>	\$ 55

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CULP H LAWRENCE JR 2200 PENNSYLVANIA AVENUE, NW SUITE 800W WASHINGTON, DC 20037	X		President and CEO	

## Signatures

James F. O'Reilly, attorney-in-fact for H. Lawrence Culp, Jr. 01/02/2013

         \*\*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 (or the closing price for the immediately preceding business day, if such date is not a business day). The price shown in Table II, Column 8 is the closing price per share of Danaher common stock applicable to the respective transaction date.
  - (2) The notional shares convert on a one-for-one basis.

## Edgar Filing: CULP H LAWRENCE JR - Form 4

- (3) All contributions to the reporting person's EDIP Stock Fund are immediately vested. Upon termination of employment, the EDIP Stock Fund balance is settled in shares of Danaher common stock.

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.