DANAHER CORP /DE/

Form 4

January 02, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CAPLIN MORTIMER M

2. Issuer Name and Ticker or Trading

DANAHER CORP /DE/ [DHR]

Issuer

Symbol

(Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

2200 PENNSYLVANIA AVENUE,

(Street)

(First)

12/28/2012

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

(Check all applicable)

5. Relationship of Reporting Person(s) to

NW, SUITE 800W

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

below)

WASHINGTON, DC 20037

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(Instr. 4)

Reported Transaction(s)

or Code V Amount (D) Price

(A)

(Instr. 3 and 4)

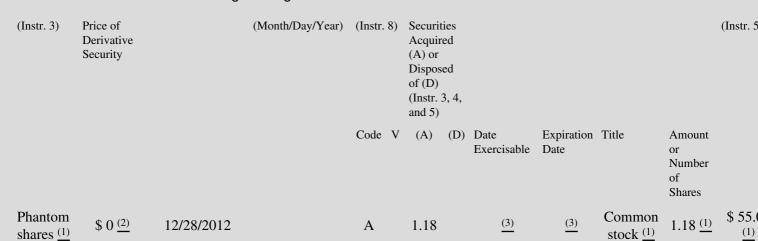
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CAPLIN MORTIMER M
2200 PENNSYLVANIA AVENUE, NW
SUITE 800W

Relationships

Director 10% Owner Officer Other

Signatures

WASHINGTON, DC 20037

James F. O'Reilly, attorney-in-fact for Mortimer M.
Caplin

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).

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.

- 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.

Reporting Owners 2