

DITKOFF JAMES H  
 Form 4  
 September 29, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
**DITKOFF JAMES H**

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)  
**2099 PENNSYLVANIA AVENUE,  
 NW, 12TH FLOOR**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**09/26/2008**

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

Senior VP-Finance & Tax

(Street)  
**WASHINGTON, DC 20006**

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 (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	09/26/2008		G <sup>(1)</sup>	V 261 D \$ 0 2,349		I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008		G <sup>(1)</sup>	V 261 D \$ 0 2,088		I	By GRAT dated September 25, 2003 with five year term

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Common Stock	09/26/2008	<u>G<sup>(1)</sup></u>	V	261	D	\$ 0	1,827	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G<sup>(1)</sup></u>	V	261	D	\$ 0	1,566	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G<sup>(2)</sup></u>	V	261	D	\$ 0	1,305	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G<sup>(2)</sup></u>	V	261	D	\$ 0	783	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G<sup>(2)</sup></u>	V	261	D	\$ 0	522	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G<sup>(2)</sup></u>	V	261	D	\$ 0	261	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G<sup>(2)</sup></u>	V	261	D	\$ 0	0	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G<sup>(3)</sup></u>	V	261	A	\$ 0	1,074	I	By trust for benefit of grandchild
Common Stock	09/26/2008	<u>G<sup>(3)</sup></u>	V	261	A	\$ 0	1,073	I	By trust for benefit of

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Number of Derivatives
Common Stock		09/26/2008		G <sup>(3)</sup> V 261	A	\$ 0 1,073	I		grandchild By trust for benefit of grandchild
Common Stock		09/26/2008		G <sup>(3)</sup> V 261	A	\$ 0 872	I		By trust for benefit of grandchild
Common Stock		09/26/2008		G <sup>(3)</sup> V 261	A	\$ 0 540	I		By trust for benefit of grandchild
Common Stock						60,400	I		By spouse
Common Stock						44,920	I		401(k) plan
Common Stock						2,208	I		By GRAT dated September 25, 2004 with five year term
Common Stock						4,178	I		By GRAT dated September 25, 2005 with five year term
Common Stock						3,518	I		By GRAT dated September 25, 2006 with five year term
Common Stock						81,210	D		

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.**

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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 2. Conversion 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if 4. Transaction 5. Number 6. Date Exercisable and Expiration Date 7. Title and Amount of 8. Price of Derivative 9. Number of Derivatives

