

CULP H LAWRENCE JR  
 Form 4  
 October 28, 2011

**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 \*  
 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  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/26/2011

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 10/26/2011                           |  | M                              |   | \$ 20.74  | I  | By LLCs (1)   |
| Common Stock                    | 10/26/2011                           |  | S                              |   | \$ 47.514 (2)   | I  | By LLCs (1)   |
| Common Stock                    | 10/27/2011                           |  | M                              |   | \$ 20.74  | I  | By LLCs (1)   |
| Common Stock                    | 10/27/2011                           |  | S                              |   | \$ 49.607 (3)   | I  | By LLCs (1)   |
|                                 |                                      |  |                                |   | 1,249,710 (4)   | D  |   |

Common  
Stock

Common  
Stock 3,660 I 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Employee stock option (right to buy)       | \$ 20.74   | 10/26/2011                           |  | M                              | 200,000   | <sup>(5)</sup> 03/26/2013                                | Common Stock 200,000  |
| Employee stock option (right to buy)       | \$ 20.74   | 10/27/2011                           |  | M                              | 200,000   | <sup>(5)</sup> 03/26/2013                                | Common Stock 200,000  |

## Reporting Owners

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

## Signatures

James F. O'Reilly, attorney-in-fact for H. Lawrence Culp, Jr. 10/28/2011

\_\_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) Owned by limited liability companies. The members of each limited liability company are Mr. Culp and an entity controlled by Mr. Culp. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.45 to 47.62, inclusive. The reporting person undertakes to provide to Danaher Corporation, any securityholder of Danaher Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnotes to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.50 to 49.71, inclusive.
- (3) Includes performance based restricted stock units as to which the performance criteria have been satisfied.
- (4) Twenty percent of the reported options became exercisable on December 1, 2006, thirty percent became exercisable on December 1, 2007 and the remainder became exercisable on December 1, 2008.

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.