

DANAHER CORP /DE/
Form 4
February 29, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
SPOON ALAN G

(Last) (First) (Middle)

2200 PENNSYLVANIA AVENUE,
NW, SUITE 800W

(Street)

WASHINGTON, DC 20037

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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)	Price		
Common Stock	02/27/2012		M	8,000 A	\$ 15.23 30,176 ⁽¹⁾	D	
Common Stock	02/27/2012		M	8,000 A	\$ 17.44 38,176 ⁽¹⁾	D	
Common Stock	02/27/2012		M	8,000 A	\$ 26.18 46,176 ⁽¹⁾	D	
Common Stock	02/27/2012		M	8,000 A	\$ 28.16 54,176 ⁽¹⁾	D	
Common Stock	02/27/2012		M	8,000 A	\$ 31.57 62,176 ⁽¹⁾	D	

Edgar Filing: DANAHER CORP /DE/ - Form 4

Common Stock	02/27/2012	M	8,000	A	\$ 37.67	70,176 <u>(1)</u>	D
Common Stock	02/27/2012	S	23,510	D	\$ 53.285 <u>(2)</u>	46,666 <u>(1)</u>	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.

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 (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)	8. Amount or Number of Shares
Director stock option (right to buy)	\$ 15.23	02/27/2012		M	8,000	07/16/2002 07/16/2012	Common Stock	8,000
Director stock option (right to buy)	\$ 17.44	02/27/2012		M	8,000	07/23/2003 07/23/2013	Common Stock	8,000
Director stock option (right to buy)	\$ 26.18	02/27/2012		M	8,000	09/14/2004 09/14/2014	Common Stock	8,000
Director stock option (right to buy)	\$ 28.16	02/27/2012		M	8,000	07/28/2005 07/28/2015	Common Stock	8,000

Director stock option (right to buy)	\$ 31.57	02/27/2012	M	8,000	07/11/2006	07/11/2016	Common Stock	8,000
Director stock option (right to buy)	\$ 37.67	02/27/2012	M	8,000	07/26/2007	07/26/2017	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPOON ALAN G 2200 PENNSYLVANIA AVENUE, NW SUITE 800W WASHINGTON, DC 20037	X			

Signatures

James F. O'Reilly, attorney-in-fact for Alan G.
Spoon

02/29/2012

__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) Includes performance based restricted stock units as to which the performance criteria have been satisfied.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.26 to 53.29, 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.

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.