

CULP H LAWRENCE JR
 Form 4
 May 28, 2009

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

(Last) (First) (Middle)

2099 PENNSYLVANIA AVENUE,
 NW, 12TH FLOOR

(Street)

WASHINGTON, DC 20006

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/27/2009

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)

President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/27/2009		M		40,000	A	\$ 23.3125
Common Stock	05/27/2009		S ⁽¹⁾		14,300	D	\$ 60.6501 (3)
Common Stock	05/27/2009		S ⁽¹⁾		25,700	D	\$ 61.2328 (4)
Common Stock	05/27/2009		M		13,335	A	\$ 23.3125
	05/27/2009		S ⁽²⁾		4,635	D	8,700

By LLC
(11)

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Common Stock					\$ 60.6278 (5)			By LLC (11)
Common Stock	05/27/2009	S(2)	8,700	D	\$ 61.2257 (6)	0	I	By LLC (11)
Common Stock	05/28/2009	M	40,000	A	\$ 23.3125	58,000	D	
Common Stock	05/28/2009	S(1)	12,300	D	\$ 59.6292 (7)	45,700	D	
Common Stock	05/28/2009	S(1)	27,700	D	\$ 60.3556 (8)	18,000	D	
Common Stock	05/28/2009	M	13,335	A	\$ 23.3125	13,335	I	By LLC (11)
Common Stock	05/28/2009	S(2)	4,000	D	\$ 59.6213 (9)	9,335	I	By LLC (11)
Common Stock	05/28/2009	S(2)	9,335	D	\$ 60.4333 (10)	0	I	By LLC (11)
Common Stock						1,832	I	401(k)

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 23.3125	05/27/2009		M	40,000	(12)	07/18/2010		40,000

Employee stock option (right to buy)								Common Stock	
Employee stock option (right to buy)	\$ 23.3125	05/27/2009	M	13,335	<u>(12)</u>	07/18/2010	Common Stock	13,335	
Employee stock option (right to buy)	\$ 23.3125	05/28/2009	M	40,000	<u>(12)</u>	07/18/2010	Common Stock	30,000	
Employee stock option (right to buy)	\$ 23.3125	05/28/2009	M	13,335	<u>(12)</u>	07/18/2010	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CULP H LAWRENCE JR 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006	X		President and CEO	

Signatures

James F. O'Reilly, attorney-in-fact for H. Lawrence Culp, Jr. 05/28/2009

__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) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 27, 2009.
- (2) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the LLC on February 27, 2009.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.16 to 60.991, 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.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.00 to 61.58, inclusive.

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- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.16 to 60.99, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.00 to 61.57, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.19 to 59.99, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.00 to 60.76, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.20 to 59.99, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.00 to 60.76, inclusive.
- (11) Owned by a limited liability company (the "LLC"), the members of which are Mr. Culp and a grantor retained annuity trust of which Mr. Culp is sole trustee.
- (12) Fifty percent of the options granted became exercisable on each of July 18, 2004 and July 18, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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