Edgar Filing: DANAHER CORP /DE/ - Form 4

DANAHER	CORP /DE/									
Form 4										
August 02, 2	2006									
FORM	ЛД							PPROVAL		
	UNITED	STATES SE	CURITIES A Washington			COMMISSIO	N OMB Number:	3235-0287		
Check th if no lon							Expires:	January 31,		
subject t	STATEN	MENT OF C			ICIAL OV	WNERSHIP OF	Estimated	2005 average		
Section			SECUF	RITIES			burden hou	•		
Form 4 Form 5		~		~ .			response	. 0.5		
obligatio	-					nge Act of 1934,				
may con	Nection 17		•	•	- ·	of 1935 or Section	on			
<i>See</i> Instr 1(b).	ruction	30(n) of t	he Investment	Compan	y Act of 1	.940				
(Print or Type	Responses)									
1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship or Issuer ALLENDER PATRICK W Symbol Issuer							of Reporting Per	Reporting Person(s) to		
ALLENDE		-	nbol		וחווח	105401				
			ANAHER CO	KP /DE/ [DHK	(Check all applicable)				
(Last)	(First) (Date of Earliest T	ransaction						
			Month/Day/Year) 7/28/2006			Director 10% Owner X Officer (give title Other (specify				
NW, 12TH		$\frac{1}{1}$	/28/2006			below)	below)	(- F)		
1111, 12111	LOOK						Executive VP			
	(Street)	4. It	f Amendment, D	ate Origina	1	6. Individual or	Joint/Group Fili	ng(Check		
		File	ed(Month/Day/Yea	r)		Applicable Line)	One Perperting P	arcon		
WASHING	GTON, DC 20006	i				_X_ Form filed by Form filed by Person	More than One R			
(City)	(State)	(Zip)	Table I New I		C	and Dimond	of an Donofisia			
						cquired, Disposed		-		
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date	3. e, if Transactio	4. Securiti			6. Ownership Form: Direct	7. Nature of Indirect		
(Instr. 3)	(Wolitil/Day/Tear)	any	Code	Disposed			(D) or Indirect			
		(Month/Day/Y	ear) (Instr. 8)	(Instr. 3, 4			(I)	Ownership		
						Following Reported	(Instr. 4)	(Instr. 4)		
					(A)	Transaction(s)				
			Code V	Amount	or (D) Price	(Instr. 3 and 4)				
				mount	(2) 11100					
Reminder: Re	port on a separate line	e for each class o	of securities benef	-	-	or indirectly.	ation of	SEC 1474		

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pri
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(# D (I (I	Acquired A) or Disposed D) Instr. 3, and 5)	d of					(Insti
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Executive Deferred Income Plan Danaher Stock Fund (1)	\$ 0 <u>(2)</u>	07/28/2006		A	4	40.36		<u>(3)</u>	<u>(3)</u>	Common Stock (1)	40.36	\$6 (

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
ALLENDER PATRICK W 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006			Executive VP				
Signatures							
James F. O'Reilly, attorney-in-fact for Patr Allender	ick W.	08/01/2006					
<u>**</u> 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).

Compensation deferred or contributed into the Danaher stock fund (the "EDIP Stock Fund") included in Danaher's Executive Deferred Income Plan (the "EDIP") is deemed to be invested in a number of unfunded, notional shares of Danaher common stock based on the

- closing price of Danaher common stock as reported on the NYSE on the date such compensation is credited to the EDIP Stock Fund. The
 price shown in Table II, Column 8 above is the closing price per share of Danaher common stock as reported on the NYSE on the
 transaction date noted above.
- (2) The notional shares convert on a one-for-one basis.

The reporting person immediately vests in 100% of each voluntary contribution to the EDIP Stock Fund. The reporting person immediately vests in 2/3 of each company contribution to the EDIP Stock Fund, with the remaining 1/3 of the contribution vesting 100%

(3) upon the earlier of the reporting person's death, or upon retirement following at least 5 years of service with Danaher and reaching the age of 55, or if earlier, one-third per vesting year of participation following eleven vesting years of participation, in each case in accordance with the plan. Upon termination of employment, the vested portion of the EDIP Stock Fund is settled in shares of Danaher common stock.

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.