

DANAHER CORP /DE/

Form 4

August 10, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DITKOFF JAMES H

(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)

08/08/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior VP-Tax & Finance

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 | 08/08/2007 | | M | | 15,500 | A | \$ 31.85 | 83,100 | D | |
| Common Stock | 08/08/2007 | | S | | 15,500 | D | \$ 82.091 | 67,600 | D | |
| Common Stock | 08/09/2007 | | M | | 24,500 | A | \$ 31.85 | 92,100 | D | |
| Common Stock | 08/09/2007 | | S | | 7,600 | D | \$ 81.6689 | 84,500 | D | |
| Common Stock | 08/09/2007 | | S | | 16,900 | D | \$ 81.645 | 67,600 | D | |

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| | | | |
|--------------|-----------------------|---|------------------------------------|
| Common Stock | 44,210 | I | 401(k) |
| Common Stock | 60,400 ⁽²⁾ | I | By spouse |
| Common Stock | 24,366 | I | by GRAT |
| Common Stock | 519 ⁽²⁾ | I | By trust for benefit of grandchild |
| Common Stock | 519 ⁽²⁾ | I | By trust for benefit of grandchild |
| Common Stock | 520 ⁽²⁾ | I | By trust for benefit of grandchild |
| Common Stock | 318 ⁽²⁾ | I | By trust for benefit of grandchild |
| Common Stock | 400 ⁽²⁾ | I | By trust for benefit of godchild |

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 |
| Common Stock | \$ 31.85 | 08/08/2007 | | M | 15,500 | ⁽¹⁾ 03/01/2011 | Common Stock 15,500 |
| Common Stock | \$ 31.85 | 08/09/2007 | | M | 24,500 | ⁽¹⁾ 03/01/2011 | Common Stock 24,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DITKOFF JAMES H 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006 | | | Senior VP-Tax & Finance | |

Signatures

James F. O'Reilly, attorney-in-fact for James H. Ditkoff

08/09/2007

__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 options exercised were part of an award of 200,000 options granted on March 1, 2001. Fifty percent of the options became exercisable on the fourth anniversary of the grant date, and the balance became exercisable on the fifth anniversary of the grant date.
- (2) The reporting person disclaims beneficial ownership of these shares.

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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