

DITKOFF JAMES H
Form 4
January 29, 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 *
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)

01/28/2009

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 below) ___ Other (specify below)

Senior VP-Finance & Tax

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 01/28/2009 | | G ⁽¹⁾ | V 436 D \$ 0 80,774 | | D | |
| Common Stock | 01/28/2009 | | G ⁽¹⁾ | V 436 D \$ 0 80,338 | | D | |
| Common Stock | 01/28/2009 | | G ⁽¹⁾ | V 436 D \$ 0 79,902 | | D | |
| Common Stock | 01/28/2009 | | G ⁽¹⁾ | V 436 D \$ 0 79,466 | | D | |
| Common Stock | 01/28/2009 | | G ⁽¹⁾ | V 436 D \$ 0 79,030 | | D | |

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| | | | | | | | | | |
|--------------|------------|-------------|---|-----|---|------|--------|---|---|
| Common Stock | 01/28/2009 | <u>G(2)</u> | V | 436 | A | \$ 0 | 1,510 | I | By trust for benefit of grandchild; spouse is trustee |
| Common Stock | 01/28/2009 | <u>G(2)</u> | V | 436 | A | \$ 0 | 1,509 | I | By trust for benefit of grandchild; spouse is trustee |
| Common Stock | 01/28/2009 | <u>G(2)</u> | V | 436 | A | \$ 0 | 1,509 | I | By trust for benefit of grandchild; spouse is trustee |
| Common Stock | 01/28/2009 | <u>G(2)</u> | V | 436 | A | \$ 0 | 1,308 | I | By trust for benefit of grandchild; spouse is trustee |
| Common Stock | 01/28/2009 | <u>G(2)</u> | V | 436 | A | \$ 0 | 976 | I | By trust for benefit of grandchild; spouse is trustee |
| Common Stock | | | | | | | 60,400 | I | By spouse |
| Common Stock | | | | | | | 45,073 | I | 401(k) plan |
| Common Stock | | | | | | | 2,208 | I | By GRAT dated September 25, 2004 with five year term |
| Common Stock | | | | | | | 4,178 | I | By GRAT dated September 25, 2005 with five year term |
| Common Stock | | | | | | | 3,518 | I | By GRAT dated September 25, 2006 with five |

year term

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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-Finance & Tax | |

Signatures

James F. O'Reilly, attorney-in-fact for James H. Ditkoff
Date: 01/29/2009

__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) Represents gift of shares to a trust for the benefit of the reporting person's grandchild.
- (2) Represents reporting person's acquisition of indirect, beneficial interest as a result of gifting shares to a trust for the benefit of the reporting person's grandchild. 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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