

DANAHER CORP /DE/

Form 4

July 27, 2011

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CAPLIN MORTIMER M

(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)
07/26/2011

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) (A) or (D) Code V Amount (D) Price	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 Indirect Beneficial Ownership (Instr. 4)
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Common
Stock ⁽¹⁾

07/26/2011

A 1,320 A \$ 0 355,320 I

By revocable
trust of which
reporting
person and
spouse are
sole trustees
and lifetime
beneficiaries

Common
Stock

200,000 I

By grantor
retained
annuity trust

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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. Amount or Number of Shares
Director stock option (right to buy)	\$ 50.4	07/26/2011		A	3,290	07/26/2011 07/26/2021	Common Stock	3,290

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAPLIN MORTIMER M 2200 PENNSYLVANIA AVENUE, NW SUITE 800W WASHINGTON, DC 20037	X			

Signatures

James F. O'Reilly, attorney-in-fact for Mortimer M.
Caplin

07/26/2011

**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).

On July 26, 2011, Danaher Corporation awarded the reporting person 1,320 restricted stock units (RSUs). Since the RSUs are payable
(1) solely in common stock, they are being reported in Table I of this Form 4. The RSUs vest on the earlier of the first anniversary of the grant date, or the date of (and immediately prior to) the next annual meeting of Danaher's shareholders following the grant date.

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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