

DANAHER CORP /DE/
Form 5
February 03, 2017

FORM 5

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

OMB APPROVAL
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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
King William

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Vice President

**2200 PENNSYLVANIA AVENUE,
NW, SUITE 800W**

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2016

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

6. Individual or Joint/Group Reporting

(check applicable line)

WASHINGTON, DC 20037

(City) (State) (Zip)

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) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security				Disposed of (D) (Instr. 3, 4, and 5)			Expiration Date	Title	Amount or Number of Shares
					(A)	(D)	Date Exercisable			
Executive Deferred Incentive Program - Danaher Stock Fund ⁽¹⁾	\$ 0 ⁽²⁾	01/08/2016	Â	A	13.579	Â	Â ⁽³⁾	Â ⁽³⁾	Common Stock	13.579
Executive Deferred Incentive Program - Danaher Stock Fund ⁽¹⁾	\$ 0 ⁽²⁾	01/22/2016	Â	A	14.081	Â	Â ⁽³⁾	Â ⁽³⁾	Common Stock	14.081
Executive Deferred Incentive Program - Danaher Stock Fund ⁽¹⁾	\$ 0 ⁽²⁾	01/29/2016	Â	A	17.505	Â	Â ⁽³⁾	Â ⁽³⁾	Common Stock	17.505
Executive Deferred Incentive Program - Danaher Stock Fund ⁽¹⁾	\$ 0 ⁽²⁾	02/05/2016	Â	A	14.133	Â	Â ⁽³⁾	Â ⁽³⁾	Common Stock	14.133
Executive Deferred Incentive Program - Danaher Stock Fund ⁽¹⁾	\$ 0 ⁽²⁾	02/19/2016	Â	A	13.87	Â	Â ⁽³⁾	Â ⁽³⁾	Common Stock	13.87
Executive Deferred Incentive Program - Danaher Stock Fund ⁽¹⁾	\$ 0 ⁽²⁾	03/04/2016	Â	A	13.249	Â	Â ⁽³⁾	Â ⁽³⁾	Common Stock	13.249

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Executive Deferred Incentive Program - Danaher Stock Fund ⁽¹⁾	\$ 0 ⁽²⁾	03/11/2016	Â	A	630.073	Â	Â ⁽³⁾	Â ⁽³⁾	Common Stock	630.07
Executive Deferred Incentive Program - Danaher Stock Fund ⁽¹⁾	\$ 0 ⁽²⁾	03/18/2016	Â	A	17.623	Â	Â ⁽³⁾	Â ⁽³⁾	Common Stock	17.623
Executive Deferred Incentive Program - Danaher Stock Fund ⁽¹⁾	\$ 0 ⁽²⁾	04/01/2017	Â	A	13.546	Â	Â ⁽³⁾	Â ⁽³⁾	Common Stock	13.546
Executive Deferred Incentive Program - Danaher Stock Fund ⁽¹⁾	\$ 0 ⁽²⁾	04/15/2016	Â	A	13.763	Â	Â ⁽³⁾	Â ⁽³⁾	Common Stock	13.763
Executive Deferred Incentive Program - Danaher Stock Fund ⁽¹⁾	\$ 0 ⁽²⁾	04/29/2016	Â	A	34.808	Â	Â ⁽³⁾	Â ⁽³⁾	Common Stock	34.808
Executive Deferred Incentive Program - Danaher Stock Fund ⁽¹⁾	\$ 0 ⁽²⁾	05/13/2016	Â	A	13.304	Â	Â ⁽³⁾	Â ⁽³⁾	Common Stock	13.304
Executive Deferred Incentive Program - Danaher	\$ 0 ⁽²⁾	05/27/2016	Â	A	13.097	Â	Â ⁽³⁾	Â ⁽³⁾	Common Stock	13.097

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Stock Fund <u>(1)</u>											
Executive Deferred Incentive Program - Danaher Stock Fund <u>(1)</u>	\$ 0 <u>(2)</u>	06/10/2016	Â	A	13.044	Â	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	13.044	
Executive Deferred Incentive Program - Danaher Stock Fund <u>(1)</u>	\$ 0 <u>(2)</u>	06/24/2016	Â	A	13.19	Â	Â <u>(1)</u>	Â <u>(3)</u>	Common Stock	13.19	
Executive Deferred Incentive Program - Danaher Stock Fund <u>(1)</u>	\$ 0 <u>(2)</u>	07/08/2016	Â	A	12.146	Â	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	12.146	
Executive Deferred Incentive Program - Danaher Stock Fund <u>(1)</u>	\$ 0 <u>(2)</u>	07/22/2016	Â	A	12.089	Â	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	12.089	
Executive Deferred Incentive Program - Danaher Stock Fund <u>(1)</u>	\$ 0 <u>(2)</u>	07/29/2016	Â	A	19.423	Â	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	19.423	
Executive Deferred Incentive Program - Danaher Stock Fund <u>(1)</u>	\$ 0 <u>(2)</u>	08/05/2016	Â	A	12.051	Â	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	12.051	
Executive Deferred Incentive	\$ 0 <u>(2)</u>	08/19/2016	Â	A	12.164	Â	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	12.164	

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Program -
Danaher
Stock
Fund (1)

Executive
Deferred
Incentive
Program -
Danaher
Stock
Fund (1)

\$ 0 <u>(2)</u>	09/02/2016	Â	A	12.097	Â	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	12.097
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Executive
Deferred
Incentive
Program -
Danaher
Stock
Fund (1)

\$ 0 <u>(2)</u>	09/16/2016	Â	A	12.826	Â	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	12.826
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Executive
Deferred
Incentive
Program -
Danaher
Stock
Fund (1)

\$ 0 <u>(2)</u>	09/30/2016	Â	A	12.529	Â	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	12.529
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Executive
Deferred
Incentive
Program -
Danaher
Stock
Fund (1)

\$ 0 <u>(2)</u>	10/14/2016	Â	A	12.895	Â	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	12.895
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Executive
Deferred
Incentive
Program -
Danaher
Stock
Fund (1)

\$ 0 <u>(2)</u>	10/28/2016	Â	A	33.653	Â	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	33.653
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Executive
Deferred
Incentive
Program -
Danaher
Stock
Fund (1)

\$ 0 <u>(2)</u>	11/14/2016	Â	A	12.416	Â	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	12.416
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\$ 0 <u>(2)</u>	11/29/2016	Â	A	12.411	Â	Â <u>(3)</u>	Â <u>(3)</u>		12.411
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Executive
Deferred
Incentive
Program -
Danaher
Stock
Fund ⁽¹⁾

Common
Stock

Executive
Deferred
Incentive
Program -
Danaher
Stock
Fund ⁽¹⁾

\$ 0 ⁽²⁾ 12/09/2016 Â A 12.575 Â Â ⁽³⁾ Â ⁽³⁾

Common
Stock

12.575

Executive
Deferred
Incentive
Program -
Danaher
Stock
Fund ⁽¹⁾

\$ 0 ⁽²⁾ 12/23/2016 Â A 12.44 Â Â ⁽³⁾ Â ⁽³⁾

Common
Stock

12.44

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
King William 2200 PENNSYLVANIA AVENUE, NW, SUITE 800W WASHINGTON, DC 20037	Â	Â	Â Senior Vice President	Â

Signatures

James F. O'Reilly, attorney-in-fact for
William King 02/03/2017

⁽¹⁾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 reported securities represent phantom shares in the Danaher stock fund (the "EDIP Stock Fund") acquired under Danaher's Executive Deferred Incentive Program (the "EDIP"). The number of phantom shares is calculated based on the closing price of Danaher common stock as reported on the NYSE on the date such contributions are credited to the EDIP Stock Fund, which is the price shown in Table II, Column 8 above.

(2) The notional shares convert on a one-for-one basis.

(3) The phantom share acquisitions reported herein represent either voluntary deferrals from salary or bonus or notional dividend accruals on phantom shares; the reporting person is fully vested in the phantom shares attributable to voluntary deferrals and dividends thereon. With respect to dividend accruals on Company contributions to the reporting person's EDIP account, the reporting person will vest in such amounts as follows: 100% 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-tenth per year of participation following five years of participation, in each case in

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accordance with the plan. Upon termination of employment, 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 provided 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.