

DANAHER CORP /DE/
Form 4
April 27, 2006

FORM 4

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

OMB APPROVAL

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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 *
CULP H LAWRENCE JR

(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)
04/25/2006

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)

President and CEO

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)	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	04/25/2006		S		2,900	D	\$ 64.86 78,000
Common Stock	04/25/2006		S		1,600	D	\$ 64.87 76,400
Common Stock	04/25/2006		S		2,100	D	\$ 64.88 74,300
Common Stock	04/25/2006		S		1,500	D	\$ 64.89 72,800
Common Stock	04/25/2006		S		11,600	D	\$ 64.9 61,200

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Common Stock	04/25/2006	S	6,000	D	\$ 64.91	55,200	D
Common Stock	04/25/2006	S	6,400	D	\$ 64.92	48,800	D
Common Stock	04/25/2006	S	3,400	D	\$ 64.93	45,400	D
Common Stock	04/25/2006	S	3,700	D	\$ 64.94	41,700	D
Common Stock	04/25/2006	S	12,000	D	\$ 64.95	29,700	D
Common Stock	04/25/2006	S	3,300	D	\$ 64.96	26,400	D
Common Stock	04/25/2006	S	1,200	D	\$ 64.97	25,200	D
Common Stock	04/25/2006	S	500	D	\$ 64.98	24,700	D
Common Stock	04/25/2006	S	4,200	D	\$ 65	20,500	D
Common Stock	04/25/2006	S	100	D	\$ 65.12	20,400	D
Common Stock	04/25/2006	S	900	D	\$ 65.13	19,500	D
Common Stock	04/25/2006	S	100	D	\$ 65.14	19,400	D
Common Stock	04/25/2006	S	100	D	\$ 65.15	19,300	D
Common Stock	04/25/2006	S	100	D	\$ 65.18	19,200	D
Common Stock	04/25/2006	S	600	D	\$ 65.19	18,600	D
Common Stock	04/25/2006	S	500	D	\$ 65.2	18,100	D
Common Stock	04/25/2006	S	100	D	\$ 65.24	18,000	D
Common Stock	04/26/2006	M	257,300	A	\$ 11.9375	275,300	D
Common Stock	04/26/2006	S	6,000	D	\$ 64.53	269,300	D
Common Stock	04/26/2006	S	1,000	D	\$ 64.6	268,300	D
	04/26/2006	S	400	D	\$ 64.61	267,900	D

Common
Stock

Common
Stock

1,813

I

401(k)
plan

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 Number Shares
Employee stock option (right to buy)	\$ 11.9375	04/26/2006		M	257,300	⁽¹⁾ 05/14/2007	Common Stock 257,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CULP H LAWRENCE JR 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006	X		President and CEO	

Signatures

James F. O'Reilly, attorney-in-fact for H. Lawrence Culp, Jr.

04/27/2006

__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)

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The reporting person received a grant of options to purchase 340,000 shares on May 14, 1997. All of the options became exercisable on the fifth anniversary of the grant date.

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