

DITKOFF JAMES H
Form 4
November 01, 2006

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2099 PENNSYLVANIA AVENUE,
NW, 12TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
10/30/2006

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

Senior VP-Finance & Tax

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WASHINGTON, DC 20006

(City) (State) (Zip)

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	10/30/2006		M		80,000	A	\$ 31.85
Common Stock	10/30/2006		S		600	D	\$ 70.97
Common Stock	10/30/2006		S		2,800	D	\$ 70.98
Common Stock	10/30/2006		S		1,200	D	\$ 70.99
Common Stock	10/30/2006		S		600	D	\$ 71

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Common Stock	10/30/2006	S	2,200	D	\$ 71.01	141,519	D	
Common Stock	10/30/2006	S	2,900	D	\$ 71.02	138,619	D	
Common Stock	10/30/2006	S	3,600	D	\$ 71.03	135,019	D	
Common Stock	10/30/2006	S	3,000	D	\$ 71.04	132,019	D	
Common Stock	10/30/2006	S	400	D	\$ 71.05	131,619	D	
Common Stock	10/30/2006	S	3,300	D	\$ 71.06	128,319	D	
Common Stock	10/30/2006	S	2,900	D	\$ 71.07	125,419	D	
Common Stock	10/30/2006	S	3,400	D	\$ 71.08	122,019	D	
Common Stock	10/30/2006	S	4,400	D	\$ 71.09	117,619	D	
Common Stock	10/30/2006	S	4,500	D	\$ 71.1	113,119	D	
Common Stock	10/30/2006	S	6,600	D	\$ 71.11	106,519	D	
Common Stock	10/30/2006	S	5,800	D	\$ 71.12	100,719	D	
Common Stock	10/30/2006	S	4,000	D	\$ 71.13	96,719	D	
Common Stock	10/30/2006	S	5,100	D	\$ 71.14	91,619	D	
Common Stock	10/30/2006	S	3,900	D	\$ 71.15	87,719	D	
Common Stock	10/30/2006	S	4,500	D	\$ 71.16	83,219	D	
Common Stock	10/30/2006	S	3,600	D	\$ 71.17	79,619	D	
Common Stock	10/30/2006	S	500	D	\$ 71.18	79,119	D	
Common Stock	10/30/2006	S	200	D	\$ 71.19	78,919	D	
Common Stock						43,723	I	401(k) Plan
						60,400	I	By spouse

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Common Stock				
Common Stock	24,366	I	By GRAT	
Common Stock	519	I	By trust for benefit of grandchild	
Common Stock	520	I	By trust for benefit of grandchild	
Common Stock	519	I	By trust for benefit of grandchild	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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
Employee stock option (right to buy)	\$ 31.85	10/30/2006		M	80,000	<u>(1)</u> 03/01/2011	Common Stock 80,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DITKOFF JAMES H 2099 PENNSYLVANIA AVENUE, NW			Senior VP-Finance &	

12TH FLOOR
WASHINGTON, DC 20006

Tax

Signatures

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

10/30/2006

**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) The reporting person received a grant of options to purchase 200,000 shares on March 1, 2001. Fifty percent of the options granted became exercisable on each of the fourth and fifth anniversaries of 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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