DANAHER CORP /DE/

Form 4

January 02, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16.

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**

2. Issuer Name and Ticker or Trading Symbol

DANAHER CORP /DE/ [DHR]

3. Date of Earliest Transaction

(Month/Day/Year)

01/01/2008

below)

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

5. Relationship of Reporting Person(s) to

(Check all applicable)

President and CEO

6. Individual or Joint/Group Filing(Check

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

_X__ Director

X_ Officer (give title

WASHINGTON, DC 20006

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Zip)

Code (Month/Day/Year) (Instr. 8)

3. 4. Securities TransactionAcquired (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 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(9-02)

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(A)

Code V Amount (D) Price

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

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of 4. **Transaction**Derivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

1

D

S

Form 4 or

Form 5

obligations may continue. See Instruction

1(b).

(Last)

(First)

(Middle)

2099 PENNSYLVANIA AVENUE, NW. 12TH FLOOR

(State)

(Street)

(City) 1. Title of

Security

(Instr. 3)

Derivative Security

Conversion or Exercise

any

Code

Securities

(Month/Day/Year)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired or Dispos (D) (Instr. 3, 5)	sed of					(1
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Executive Deferred Incentive Program Danaher Stock Fund (1)	\$ 0 (2)	01/01/2008		A(3)	2,256.7	1	<u>(4)</u>	<u>(4)</u>	Common Stock (1)	2,256.7	:

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg ,	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						

James F. O'Reilly, attorney-in-fact for H. Lawrence 01/02/2008 Culp, Jr.

> **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).

Compensation deferred or contributed into the Danaher stock fund (the "EDIP Stock Fund") included in Danaher's Executive Deferred Income Plan (the "EDIP") is deemed to be invested in a number of unfunded, notional shares of Danaher common stock based on the

- (1) closing price of Danaher common stock as reported on the NYSE on the date such compensation is credited to the EDIP Stock Fund. The price shown in Table II, Column 8 above is the closing price per share of Danaher common stock as reported on the NYSE on December 31, 2007.
- (2) The notional shares convert on a one-for-one basis.
- In accordance with the terms of the EDIP, on January 1, 2008, Danaher credited a specified amount to the EDIP Stock Fund of the (3) reporting person, which amount has been deemed to be invested in a number of unfunded, notional shares of Danaher common stock based on the closing price of Danaher common stock as reported on the NYSE on December 31, 2007.

The reporting person immediately vests in 100% of each voluntary contribution to the EDIP Stock Fund. The reporting person immediately vests in 2/3 of each company contribution to the EDIP Stock Fund, with the remaining 1/3 of the contribution vesting 100%

(4) 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-third per vesting year of participation following eleven vesting years of participation, in each case in accordance with the plan. Upon termination of employment, the vested portion of 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 is insufficient, see Instruction 6 for procedure.

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