

DITKOFF JAMES H  
 Form 4  
 February 25, 2010

**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**

(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)  
**02/23/2010**

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)

Senior VP-Tax & Finance

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common stock                    | 02/23/2010                           |  | M                              | 2,500 A   | \$ 0 <sup>(1)</sup> 79,998  | D  |   |
| Common stock                    | 02/23/2010                           |  | F                              | 1,115 D   | \$ 74.64 78,883   | D  |   |
| Common Stock                    |                                      |  |                                |   | 1,956 <sup>(2)</sup>  | I  | By trust for benefit of grandchild                    |
| Common Stock                    |                                      |  |                                |   | 1,955 <sup>(2)</sup>  | I  | By trust for benefit of grandchild                    |
|                                 |                                      |  |                                |   | 1,955 <sup>(2)</sup>  | I  |   |

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|              |  |                      |   |  |  |  |
|--------------|--|----------------------|---|--|--|--|
| Common Stock |  |                      |   |  |  | By trust for benefit of grandchild                   |
| Common Stock |  | 1,754 <sup>(2)</sup> | I |  |  | By trust for benefit of grandchild                   |
| Common Stock |  | 1,422 <sup>(2)</sup> | I |  |  | By trust for benefit of grandchild                   |
| Common Stock |  | 60,400               | I |  |  | By spouse  |
| Common Stock |  | 45,788               | I |  |  | 401(k) plan  |
| Common Stock |  | 2,617                | I |  |  | By GRAT dated September 25, 2005 with five year term |
| Common Stock |  | 2,045                | I |  |  | By GRAT dated September 25, 2006 with five year term |

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.**

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                      |
|  |  |                                      |  | Code                           | V (A) (D)   |  |   |                            |

