

CULP H LAWRENCE JR
 Form 4
 September 08, 2009

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)
 09/04/2009

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 or Price | | |
| Common Stock | 09/04/2009 | | M | | \$ 23.3125 | 68,000 | D |
| Common Stock | 09/04/2009 | | S ⁽¹⁾ | | \$ 64.8616 | 65,500 | D |
| Common Stock | 09/04/2009 | | S ⁽¹⁾ | | \$ 65.424 | 19,200 | D |
| Common Stock | 09/04/2009 | | S ⁽¹⁾ | | \$ 66.0075 | 18,000 | D |
| | 09/04/2009 | | M | | | 16,670 | I |

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| | | | | | | | | |
|--------------|------------|------|--------|---|----------------|--------|---|------------|
| Common Stock | | | | | \$ 23.3125 | | | By LLC (9) |
| Common Stock | 09/04/2009 | S(2) | 900 | D | \$ 64.9056 (6) | 15,770 | I | By LLC (9) |
| Common Stock | 09/04/2009 | S(2) | 15,370 | D | \$ 65.4251 (7) | 400 | I | By LLC (9) |
| Common Stock | 09/04/2009 | S(2) | 400 | D | \$ 66.01 (8) | 0 | I | By LLC (9) |
| Common Stock | | | | | | 1,785 | I | 401(k) |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee stock option (right to buy) | \$ 23.3125 | 09/04/2009 | | M | 50,000 | (10) 07/18/2010 | Common Stock | 50,000 | |
| Employee stock option (right to buy) | \$ 23.3125 | 09/04/2009 | | M | 16,670 | (10) 07/18/2010 | Common Stock | 16,670 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

CULP H LAWRENCE JR
2099 PENNSYLVANIA AVENUE, NW X President and CEO
12TH FLOOR
WASHINGTON, DC 20006

Signatures

James F. O'Reilly, attorney-in-fact for H. Lawrence 09/08/2009
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).
- (1) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 27, 2009.
- (2) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the LLC on February 27, 2009.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.54 to 64.97, inclusive. The reporting person undertakes to provide to Danaher Corporation, any securityholder of Danaher Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnotes to this Form 4.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.00 to 65.98, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.00 to 66.04, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.76 to 64.96, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.00 to 65.98, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.00 to 66.03, inclusive.
- (9) Owned by a limited liability company (the "LLC"), the members of which are Mr. Culp and a grantor retained annuity trust of which Mr. Culp is sole trustee.
- (10) Fifty percent of the options granted became exercisable on each of July 18, 2004 and July 18, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space 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.