

DITKOFF JAMES H
Form 4
September 29, 2008

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)
09/26/2008

____ 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	09/26/2008		G ⁽¹⁾	V 261 D \$ 0 2,349		I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008		G ⁽¹⁾	V 261 D \$ 0 2,088		I	By GRAT dated September 25, 2003 with five year term

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Common Stock	09/26/2008	<u>G⁽¹⁾</u>	V	261	D	\$ 0	1,827	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G⁽¹⁾</u>	V	261	D	\$ 0	1,566	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G⁽²⁾</u>	V	261	D	\$ 0	1,305	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G⁽²⁾</u>	V	261	D	\$ 0	783	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G⁽²⁾</u>	V	261	D	\$ 0	522	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G⁽²⁾</u>	V	261	D	\$ 0	261	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G⁽²⁾</u>	V	261	D	\$ 0	0	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G⁽³⁾</u>	V	261	A	\$ 0	1,074	I	By trust for benefit of grandchild
Common Stock	09/26/2008	<u>G⁽³⁾</u>	V	261	A	\$ 0	1,073	I	By trust for benefit of

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Common Stock	09/26/2008		G ⁽³⁾	V	261	A	\$ 0	1,073	I	grandchild By trust for benefit of grandchild
Common Stock	09/26/2008		G ⁽³⁾	V	261	A	\$ 0	872	I	By trust for benefit of grandchild
Common Stock	09/26/2008		G ⁽³⁾	V	261	A	\$ 0	540	I	By trust for benefit of grandchild
Common Stock								60,400	I	By spouse
Common Stock								44,920	I	401(k) plan
Common Stock								2,208	I	By GRAT dated September 25, 2004 with five year term
Common Stock								4,178	I	By GRAT dated September 25, 2005 with five year term
Common Stock								3,518	I	By GRAT dated September 25, 2006 with five year term
Common Stock								81,210	D	

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DITKOFF JAMES H 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006			Senior VP-Finance & Tax	

Signatures

James F. O'Reilly, attorney-in-fact for James H. Ditkoff 09/26/2008

**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) Represents distribution of shares from GRAT to reporting person's adult child
- (2) Represents distribution of shares from GRAT to trust for the benefit of reporting person's grandchild, of which the reporting person's spouse is trustee.
- (3) Represents reporting person's acquisition of indirect, beneficial interest as a result of gifting shares to a trust for the benefit of the reporting person's grandchild. The reporting person disclaims beneficial ownership of these shares.

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.