

CULP H LAWRENCE JR
 Form 4
 May 28, 2009

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 *
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)
05/27/2009

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 (A) or (D) Price | | |
| Common Stock | 05/27/2009 | | M | | 40,000 A \$ 23.3125 | 58,000 | D |
| Common Stock | 05/27/2009 | | S ⁽¹⁾ | | 14,300 D \$ 60.6501 | 43,700 | D |
| Common Stock | 05/27/2009 | | S ⁽¹⁾ | | 25,700 D \$ 61.2328 | 18,000 | D |
| Common Stock | 05/27/2009 | | M | | 13,335 A \$ 23.3125 | 13,335 | I |
| | 05/27/2009 | | S ⁽²⁾ | | 4,635 D | 8,700 | I |

By LLC
(11)

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| | | | | | | | | |
|--------------|------------|------|--------|---|--------------------|--------|---|----------------|
| Common Stock | | | | | \$ 60.6278 (5) | | | By LLC (11) |
| Common Stock | 05/27/2009 | S(2) | 8,700 | D | \$ 61.2257 (6) | 0 | I | By LLC (11) |
| Common Stock | 05/28/2009 | M | 40,000 | A | \$ 23.3125 | 58,000 | D | |
| Common Stock | 05/28/2009 | S(1) | 12,300 | D | \$ 59.6292 (7) | 45,700 | D | |
| Common Stock | 05/28/2009 | S(1) | 27,700 | D | \$ 60.3556 (8) | 18,000 | D | |
| Common Stock | 05/28/2009 | M | 13,335 | A | \$ 23.3125 | 13,335 | I | By LLC (11) |
| Common Stock | 05/28/2009 | S(2) | 4,000 | D | \$ 59.6213 (9) | 9,335 | I | By LLC (11) |
| Common Stock | 05/28/2009 | S(2) | 9,335 | D | \$ 60.4333 (10) | 0 | I | By LLC (11) |
| Common Stock | | | | | | 1,832 | I | 401(k) |

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

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SEC 1474
(9-02)

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 |
| | \$ 23.3125 | 05/27/2009 | | M | 40,000 | (12) | 07/18/2010 | | 40,000 |

| Employee stock option (right to buy) | | | | | | | | Common Stock | |
|--------------------------------------|------------|------------|---|--------|------|------------|--------------|--------------|--|
| Employee stock option (right to buy) | \$ 23.3125 | 05/27/2009 | M | 13,335 | (12) | 07/18/2010 | Common Stock | 13,335 | |
| Employee stock option (right to buy) | \$ 23.3125 | 05/28/2009 | M | 40,000 | (12) | 07/18/2010 | Common Stock | 30,000 | |
| Employee stock option (right to buy) | \$ 23.3125 | 05/28/2009 | M | 13,335 | (12) | 07/18/2010 | Common Stock | 10,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | 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 Culp, Jr. 05/28/2009

__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 \$60.16 to 60.991, 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 \$61.00 to 61.58, inclusive.

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- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.16 to 60.99, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.00 to 61.57, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.19 to 59.99, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.00 to 60.76, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.20 to 59.99, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.00 to 60.76, inclusive.
- (11) 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.
- (12) 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.

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