

SIMMS STEVE

Form 4

February 06, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SIMMS STEVE

(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)
02/03/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	02/03/2006		M		65,000	A	\$ 11.9375	69,400	D
Common Stock	02/03/2006		S		2,500	D	\$ 55.4	66,900	D
Common Stock	02/03/2006		S		2,000	D	\$ 55.47	64,900	D
Common Stock	02/03/2006		S		100	D	\$ 55.48	64,800	D
Common Stock	02/03/2006		S		7,000	D	\$ 55.49	57,800	D

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Common Stock	02/03/2006	S	3,400	D	\$ 55.5	54,400	D
Common Stock	02/03/2006	S	3,400	D	\$ 55.54	53,400	D
Common Stock	02/03/2006	S	2,800	D	\$ 55.56	50,600	D
Common Stock	02/03/2006	S	3,200	D	\$ 55.57	47,400	D
Common Stock	02/03/2006	S	1,600	D	\$ 55.58	45,800	D
Common Stock	02/03/2006	S	600	D	\$ 55.59	45,200	D
Common Stock	02/03/2006	S	4,900	D	\$ 55.6	40,300	D
Common Stock	02/03/2006	S	4,400	D	\$ 55.64	35,900	D
Common Stock	02/03/2006	S	700	D	\$ 55.65	35,200	D
Common Stock	02/03/2006	S	100	D	\$ 55.66	35,100	D
Common Stock	02/03/2006	S	700	D	\$ 55.67	34,400	D
Common Stock	02/03/2006	S	1,400	D	\$ 55.68	33,000	D
Common Stock	02/03/2006	S	2,000	D	\$ 55.69	31,000	D
Common Stock	02/03/2006	S	1,700	D	\$ 55.7	29,300	D
Common Stock	02/03/2006	S	700	D	\$ 55.71	28,600	D
Common Stock	02/03/2006	S	1,200	D	\$ 55.72	27,400	D
Common Stock	02/03/2006	S	200	D	\$ 55.73	27,200	D
Common Stock	02/03/2006	S	1,100	D	\$ 55.75	26,100	D
Common Stock	02/03/2006	S	1,200	D	\$ 55.76	24,900	D
Common Stock	02/03/2006	S	2,800	D	\$ 55.77	22,100	D
	02/03/2006	S	1,200	D	\$ 55.78	20,900	D

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Common
Stock

Common Stock	02/03/2006	S	1,400	D	\$ 55.79	19,500	D
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Common Stock	02/03/2006	S	6,400	D	\$ 55.8	13,100	D
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Common Stock						6,474	I	401(k)
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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 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)	\$ 11.9375	02/03/2006		M		65,000		<u>(1)</u>	05/14/2007	Common Stock	65,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMMS STEVE 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006			Executive Vice President	

Signatures

James F. O'Reilly, attorney-in-fact for Steven E.
Simms

02/06/2006

__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 reporting person received the options indicated on May 14, 1997. All of the options granted became exercisable on the fifth anniversary of the grant date.

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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