

DANAHER CORP /DE/

Form 4

May 18, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Graham Jonathan P

(Last) (First) (Middle)

2200 PENNSYLVANIA AVENUE,
NW, SUITE 800W

(Street)

WASHINGTON, DC 20037

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DANAHER CORP /DE/ [DHR]

3. Date of Earliest Transaction
(Month/Day/Year)

05/14/2015

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 ____ Other (specify
below) below)

Senior VP & GC

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	05/14/2015		M		12,340	A	\$ 37.07	39,446	D
Common Stock	05/14/2015		M		53,660	A	\$ 37.75	93,106	D
Common Stock	05/14/2015		M		58,805	A	\$ 26.29	151,911	D
Common Stock	05/14/2015		M		11,060	A	\$ 37.32	162,971	D
Common Stock	05/14/2015		S		135,865	D	\$ 88	27,106	D

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Common Stock	05/15/2015	M	8,160	A	\$ 37.07	35,266	D
Common Stock	05/15/2015	S	8,160	D	<u>\$ 87.01</u> (1)	27,106	D
Common Stock	05/15/2015	M	40,920	A	\$ 37.32	68,026	D
Common Stock	05/15/2015	S	40,920	D	<u>\$ 87.003</u> (2)	27,106	D
Common Stock	05/15/2015	M	675	A	\$ 26.29	27,781	D
Common Stock	05/15/2015	S	675	D	\$ 87	27,106	D

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
Employee stock option (right to buy)	\$ 37.07	05/14/2015		M		12,340		<u>(3)</u>	02/22/2017	Common Stock	12,340
Employee stock option (right to buy)	\$ 37.75	05/14/2015		M		53,660		<u>(4)</u>	02/20/2018	Common Stock	53,660
Employee stock option	\$ 26.29	05/14/2015		M		58,805		<u>(5)</u>	02/24/2019	Common Stock	58,805

(right to
buy)Employee
stock
option
(right to
buy)

\$ 37.32

05/14/2015

M

11,060

(6)

02/23/2020

Common
Stock

11,060

Employee
stock
option
(right to
buy)

\$ 37.07

05/15/2015

M

8,160

(3)

02/22/2017

Common
Stock

8,160

Employee
stock
option
(right to
buy)

\$ 26.29

05/15/2015

M

675

(5)

02/24/2019

Common
Stock

675

Employee
stock
option
(right to
buy)

\$ 37.32

05/15/2015

M

40,920

(6)

02/23/2020

Common
Stock

40,920

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

Graham Jonathan P
2200 PENNSYLVANIA AVENUE, NW
SUITE 800W
WASHINGTON, DC 20037

Senior VP & GC

Signatures

James F. O'Reilly, attorney-in-fact for Jonathan P.
Graham

05/18/2015

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.00 to \$87.06, 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.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.00 to \$87.02, inclusive.

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- (3) One-third of the options granted vested on each of the third, fourth and fifth anniversaries of the grant date, which was February 22, 2007.
- (4) One-third of the options granted vested on each of the third, fourth and fifth anniversaries of the grant date, which was February 20, 2008.
- (5) One-third of the options granted vested on each of the third, fourth and fifth anniversaries of the grant date, which was February 24, 2009.
- (6) One-third of the options granted vested on each of the third, fourth and fifth anniversaries of the grant date, which was February 23, 2010.

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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