

DANAHER CORP /DE/

Form 5

February 03, 2017

**FORM 5****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).Form 3 Holdings  
Reported

Form 4

Transactions

Reported

**ANNUAL 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: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
COMAS DANIEL L

(Last) (First) (Middle)

2200 PENNSYLVANIA AVENUE,  
NW,Â SUITE 800W

(Street)

WASHINGTON,Â DCÂ 20037

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
DANAHER CORP /DE/ [DHR]3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/20164. 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)

EVP &amp; CFO

6. Individual or Joint/Group Reporting

(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)  (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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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.**SEC 2270  
(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)				Expiration Date	Title	Amount or Number of Shares
					(A)	(D)	Date Exercisable				
Executive Deferred Incentive Program - Danaher Stock Fund <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	01/29/2016	Â	A	54.875	Â	Â <sup>(3)</sup>	Â <sup>(3)</sup>		Common Stock	54.875
Executive Deferred Incentive Program - Danaher Stock Fund <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	04/29/2016	Â	A	62.676	Â	Â <sup>(3)</sup>	Â <sup>(3)</sup>		Common Stock	62.767
Executive Deferred Incentive Program - Danaher Stock Fund <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	07/29/2016	Â	A	56.544	Â	Â <sup>(3)</sup>	Â <sup>(3)</sup>		Common Stock	56.544
Executive Deferred Incentive Program - Danaher Stock Fund <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	10/28/2016	Â	A	60.942	Â	Â <sup>(3)</sup>	Â <sup>(3)</sup>		Common Stock	60.942

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COMAS DANIEL L 2200 PENNSYLVANIA AVENUE, NW SUITE 800W WASHINGTON,Â DCÂ 20037	Â	Â	Â EVP & CFO	Â

## Signatures

James F. O'Reilly, attorney-in-fact for Daniel L.  
Comas

02/03/2017

\_\_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).  
  
The reported securities are notional dividend accruals on phantom shares in the Danaher stock fund (the "EDIP Stock Fund") under Danaher's Executive Deferred Incentive Program (the "EDIP"). The number of phantom shares accrued as a result of such notional dividend accruals is based on the closing price of Danaher common stock as reported on the NYSE on the date such dividend accruals are credited to the EDIP Stock Fund, which is the price shown in Table II, Column 8 above.
- (1) The notional shares convert on a one-for-one basis.
- (2) All contributions to the reporting person's EDIP Stock Fund are immediately vested. Upon termination of employment, the EDIP Stock Fund is settled in shares of Danaher common stock.
- (3)

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