

DANAHER CORP /DE/  
Form 5  
February 14, 2013

**FORM 5**

**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).  
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

1. Name and Address of Reporting Person \*  
**RALES MITCHELL P**  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**DANAHER CORP /DE/ [DHR]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

**2200 PENNSYLVANIA AVENUE,  
NW SUITE 800W**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2012**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of Exec. Committee

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

**WASHINGTON, DC 20037**  
  
(City) (State) (Zip)

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 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)     |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock, par value \$.01   | 01/30/2012                           | Â  | G                              | 84,779 D  | \$ 0 10,015,162  | D  | Â   |
| Common Stock, par value \$.01   | 01/30/2012                           | Â  | G                              | 84,779 A  | \$ 0 783,400   | I  | Through the Mitchell P. Rales Family Trust <sup>(1)</sup> |
|                                 | 02/03/2012                           | Â  | G                              | 250,000 D   | \$ 0 9,765,162   | D  | Â   |

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|  |            |   |   |         |   |      |           |   |   |
|--|------------|---|---|---------|---|------|-----------|---|---|
| Common<br>Stock, par<br>value<br>\$.01 |            |   |   |         |   |      |           |   |   |
| Common<br>Stock, par<br>value<br>\$.01 | 02/23/2012 | Â | G | 50,000  | D | \$ 0 | 9,715,162 | D | Â |
| Common<br>Stock, par<br>value<br>\$.01 | 02/24/2012 | Â | G | 50,000  | D | \$ 0 | 9,915,162 | D | Â |
| Common<br>Stock, par<br>value<br>\$.01 | 02/27/2012 | Â | G | 50,000  | D | \$ 0 | 9,665,162 | D | Â |
| Common<br>Stock, par<br>value<br>\$.01 | 04/26/2012 | Â | G | 50,000  | D | \$ 0 | 9,615,162 | D | Â |
| Common<br>Stock, par<br>value<br>\$.01 | 04/27/2012 | Â | G | 100,000 | D | \$ 0 | 9,465,162 | D | Â |
| Common<br>Stock, par<br>value<br>\$.01 | 05/09/2012 | Â | G | 50,000  | D | \$ 0 | 9,415,162 | D | Â |
| Common<br>Stock, par<br>value<br>\$.01 | 05/25/2012 | Â | G | 50,000  | D | \$ 0 | 9,365,162 | D | Â |
| Common<br>Stock, par<br>value<br>\$.01 | 05/29/2012 | Â | G | 50,000  | D | \$ 0 | 9,315,162 | D | Â |
| Common<br>Stock, par<br>value<br>\$.01 | 08/03/2012 | Â | G | 200,000 | D | \$ 0 | 9,115,162 | D | Â |
| Common<br>Stock, par<br>value<br>\$.01 | 10/19/2012 | Â | G | 600,000 | D | \$ 0 | 8,515,162 | D | Â |
|  | 10/22/2012 | Â | G | 400,000 | D | \$ 0 | 8,115,162 | D | Â |

Common  
Stock, par  
value  
\$.01

Common  
Stock, par  
value  
\$.01

Common  
Stock, par  
value  
\$.01

Common  
Stock, par  
value  
\$.01

|            |   |                                  |
|------------|---|----------------------------------|
| 25,170     | I | By spouse <sup>(2)</sup>         |
| 133,455    | I | By 401(k) Plan                   |
| 40,000,000 | I | Through<br>single-member<br>LLCs |

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.**

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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) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title or Number of Shares                                     |  |                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                             |
|---|---------------|-----------|---------|-----------------------------|
|   | Director      | 10% Owner | Officer | Other                       |
| RALES MITCHELL P<br>2200 PENNSYLVANIA AVENUE, NW SUITE 800W<br>WASHINGTON, DC 20037 | X             |           |         | Chairman of Exec. Committee |

## Signatures

/s/ Mitchell P.  
Rales

02/14/2013

\_\_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) These shares were acquired by the Mitchell P. Rales Family Trust, of which the reporting person is trustee, from the reporting person's grantor retained annuity trust.
  - (2) The reporting person disclaims beneficial ownership of the shares held by his spouse, and this report should not be deemed an admission that the reporting person is the beneficial owner of his spouse's shares for purposes of Section 16 or for any other purpose.

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