

SIMMS STEVE
Form 4
February 03, 2006

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 *
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)
02/01/2006

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)

Executive Vice President

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	02/01/2006		M		65,000	A	\$ 11.9375
Common Stock	02/01/2006		S		300	D	\$ 56.05
Common Stock	02/01/2006		S		400	D	\$ 56.06
Common Stock	02/01/2006		S		200	D	\$ 56.07
Common Stock	02/01/2006		S		1,400	D	\$ 56.08
Common Stock	02/01/2006				69,400	D	
Common Stock	02/01/2006				69,100	D	
Common Stock	02/01/2006				68,700	D	
Common Stock	02/01/2006				68,500	D	
Common Stock	02/01/2006				67,100	D	

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Common Stock	02/01/2006	S	100	D	\$ 56.09	67,000	D
Common Stock	02/01/2006	S	200	D	\$ 56.1	66,800	D
Common Stock	02/01/2006	S	400	D	\$ 56.11	66,400	D
Common Stock	02/01/2006	S	4,600	D	\$ 56.25	61,800	D
Common Stock	02/01/2006	S	3,100	D	\$ 56.26	58,700	D
Common Stock	02/01/2006	S	7,700	D	\$ 56.27	51,000	D
Common Stock	02/01/2006	S	400	D	\$ 56.28	50,600	D
Common Stock	02/01/2006	S	700	D	\$ 56.29	49,900	D
Common Stock	02/01/2006	S	6,000	D	\$ 56.3	43,900	D
Common Stock	02/01/2006	S	1,800	D	\$ 56.31	42,100	D
Common Stock	02/01/2006	S	300	D	\$ 56.32	41,800	D
Common Stock	02/01/2006	S	5,100	D	\$ 56.35	36,700	D
Common Stock	02/01/2006	S	1,000	D	\$ 56.37	35,700	D
Common Stock	02/01/2006	S	2,000	D	\$ 56.38	33,700	D
Common Stock	02/01/2006	S	500	D	\$ 56.39	33,200	D
Common Stock	02/01/2006	S	1,500	D	\$ 56.4	31,700	D
Common Stock	02/01/2006	S	500	D	\$ 56.41	31,200	D
Common Stock	02/01/2006	S	300	D	\$ 56.42	30,900	D
Common Stock	02/01/2006	S	2,700	D	\$ 56.45	28,200	D
Common Stock	02/01/2006	S	4,100	D	\$ 56.47	24,100	D
	02/01/2006	S	500	D	\$ 56.48	23,600	D

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Common Stock								
Common Stock	02/01/2006		S	1,500	D	\$ 56.5	22,100	D
Common Stock	02/01/2006		S	200	D	\$ 56.51	21,900	D
Common Stock	02/01/2006		S	500	D	\$ 56.53	21,400	D
Common Stock							6,474	I 401(k)

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

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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	02/01/2006		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

02/03/2006

__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.

The Form 4s filed by the reporting person on February 1, 2006 reporting option exercises on January 30 and January 31, 2006, incorrectly reported the number of options that remained outstanding following those exercises. Following the exercises on January 30, 2006,

- (2) 303,000 of the options granted to the reporting person on May 14, 1997 with exercise price of \$11.9375 remained outstanding. Following the exercises on January 31, 2006, 238,000 of the options granted to the reporting person on May 14, 1997 with exercise price of \$11.9375 remained outstanding.

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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