

DANAHER CORP /DE/
Form 4
August 02, 2007

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)
07/31/2007

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 | 07/31/2007 | | M | | 50,100 | A | \$ 23.3125 |
| Common Stock | 07/31/2007 | | M | | 35,242 | A | \$ 24.5938 |
| Common Stock | 07/31/2007 | | M | | 54,900 | A | \$ 31.875 |
| Common Stock | 07/31/2007 | | M | | 75,000 | A | \$ 34.175 |
| Common Stock | 07/31/2007 | | M | | 47,900 | A | \$ 37.165 |
| | | | | | 144,642 | | |
| | | | | | 219,642 | | |
| | | | | | 267,542 | | |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-----------|---------|---|--------|
| Common Stock | 07/31/2007 | M | 75,000 | A | \$ 41.495 | 342,542 | D | |
| Common Stock | | | | | | 7,353 | 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee stock option (right to buy) | \$ 23.3125 | 07/31/2007 | | M | 50,100 | <u>(1)</u> 07/18/2010 | Common stock | 50,100 | |
| Employee stock option (right to buy) | \$ 24.5938 | 07/31/2007 | | M | 35,242 | <u>(2)</u> 12/01/2009 | Common stock | 35,242 | |
| Employee stock option (right to buy) | \$ 31.875 | 07/31/2007 | | M | 54,900 | <u>(3)</u> 03/04/2013 | Common stock | 54,900 | |
| Employee stock option (right to buy) | \$ 34.175 | 07/31/2007 | | M | 75,000 | <u>(4)</u> 06/27/2013 | Common stock | 75,000 | |
| Employee stock option | \$ 37.165 | 07/31/2007 | | M | 47,900 | <u>(5)</u> 09/26/2013 | Common stock | 47,900 | |

(right to buy)

Employee stock

| | | | | | | | | |
|--------|-----------|------------|---|--------|------------|------------|--------------|--------|
| option | \$ 41.495 | 07/31/2007 | M | 75,000 | <u>(6)</u> | 12/02/2013 | Common stock | 75,000 |
|--------|-----------|------------|---|--------|------------|------------|--------------|--------|

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 | 08/02/2007 |
|---|------------|

 **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 options exercised were part of an award of 1,000,000 options received by the reporting person. With respect to 800,000 of the options, such options vested 50% on the fourth anniversary of the grant date and 50% on the fifth anniversary of the grant date. With respect to 200,000 of the options, such options vested on the second anniversary of the grant date.
 - (2) The options exercised vested 20% per year on the first five anniversaries of the grant date.
 - (3) The options exercised were part of an award of 150,000 options granted on March 4, 2003. 50% of the options vested on July 1, 2007, and the balance vest on July 1, 2008.
 - (4) The options exercised were part of an award of 150,000 options granted on June 27, 2003. 50% of the options vested on July 1, 2007, and the balance vest on July 1, 2008.
 - (5) The options exercised were part of an award of 150,000 options granted on September 26, 2003. 50% of the options vested on July 1, 2007, and the balance vest on July 1, 2008.
 - (6) The options exercised were part of an award of 150,000 options granted on December 2, 2003. 50% of the options vested on July 1, 2007, and the balance vest on July 1, 2008.

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