

DANAHER CORP /DE/

Form 4

September 27, 2007

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 *
DITKOFF JAMES H

(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)
09/26/2007

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-Finance & Tax

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)
Common Stock	09/26/2007		G ⁽¹⁾	V 293 D \$ 0 2,051		I	By GRAT dated September 25, 2003 with four year term
Common Stock	09/26/2007		G ⁽¹⁾	V 293 D \$ 0 1,758		I	By GRAT dated September 25, 2003 with four year term

Common Stock	09/26/2007	<u>G⁽¹⁾</u>	V	293	D	\$ 0	1,465	I	By GRAT dated September 25, 2003 with four year term
Common Stock	09/26/2007	<u>G⁽¹⁾</u>	V	293	D	\$ 0	1,172	I	By GRAT dated September 25, 2003 with four year term
Common Stock	09/26/2007	<u>G⁽²⁾</u>	V	293	D	\$ 0	879	I	By GRAT dated September 25, 2003 with four year term
Common Stock	09/26/2007	<u>G⁽²⁾</u>	V	293	D	\$ 0	586	I	By GRAT dated September 25, 2003 with four year term
Common Stock	09/26/2007	<u>G⁽²⁾</u>	V	293	D	\$ 0	293	I	By GRAT dated September 25, 2003 with four year term
Common Stock	09/26/2007	<u>G⁽²⁾</u>	V	293	D	\$ 0	0	I	By GRAT dated September 25, 2003 with four year term
Common Stock	09/26/2007	<u>G⁽³⁾</u>	V	293	A	\$ 0	813	I	By trust for benefit of grandchild
Common Stock	09/26/2007	<u>G⁽³⁾</u>	V	293	A	\$ 0	812	I	By trust for benefit of grandchild
Common Stock	09/26/2007	<u>G⁽³⁾</u>	V	293	A	\$ 0	812	I	By trust for benefit of grandchild
	09/26/2007	<u>G⁽³⁾</u>	V	293	A	\$ 0	611	I	

Common Stock				By trust for benefit of grandchild
Common Stock	60,400	I		By spouse
Common Stock	44,236	I		401(k) plan
Common Stock	3,176	I		By GRAT dated September 25, 2003 with five year term
Common Stock	3,384	I		By GRAT dated September 25, 2004 with five year term
Common Stock	5,632	I		By GRAT dated September 25, 2005 with five year term
Common Stock	4,891	I		By GRAT dated September 25, 2006 with five year term
Common Stock	72,539	D		

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

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative
SecuritySecurities
Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(Instr. 3 and 4)

Own
Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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DITKOFF JAMES H
2099 PENNSYLVANIA AVENUE, NW
12TH FLOOR
WASHINGTON, DC 20006

Senior
VP-Finance &
Tax

Signatures

James F. O'Reilly, attorney-in-fact for James H.
Ditkoff

09/26/2007

__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) Represents distribution of shares from GRAT to reporting person's adult child
- (2) Represents distribution of shares from GRAT to trust for the benefit of reporting person's grandchild, of which the reporting person's spouse is trustee.
- (3) Represents reporting person's acquisition of indirect, beneficial interest as a result of gifting shares to a trust for the benefit of the reporting person's grandchild. The reporting person disclaims beneficial ownership of these shares.

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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