

DITKOFF JAMES H  
 Form 4  
 September 29, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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**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 \*  
**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)  
**09/26/2008**

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)

Senior VP-Finance & Tax

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	09/26/2008		G <sup>(1)</sup>	V 261 D \$ 0 2,349		I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008		G <sup>(1)</sup>	V 261 D \$ 0 2,088		I	By GRAT dated September 25, 2003 with five year term

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Common Stock	09/26/2008	<u>G<sup>(1)</sup></u>	V	261	D	\$ 0	1,827	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G<sup>(1)</sup></u>	V	261	D	\$ 0	1,566	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G<sup>(2)</sup></u>	V	261	D	\$ 0	1,305	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G<sup>(2)</sup></u>	V	261	D	\$ 0	783	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G<sup>(2)</sup></u>	V	261	D	\$ 0	522	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G<sup>(2)</sup></u>	V	261	D	\$ 0	261	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G<sup>(2)</sup></u>	V	261	D	\$ 0	0	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	<u>G<sup>(3)</sup></u>	V	261	A	\$ 0	1,074	I	By trust for benefit of grandchild
Common Stock	09/26/2008	<u>G<sup>(3)</sup></u>	V	261	A	\$ 0	1,073	I	By trust for benefit of

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Common Stock	09/26/2008		G <sup>(3)</sup>	V	261	A	\$ 0	1,073	I	grandchild By trust for benefit of grandchild
Common Stock	09/26/2008		G <sup>(3)</sup>	V	261	A	\$ 0	872	I	By trust for benefit of grandchild
Common Stock	09/26/2008		G <sup>(3)</sup>	V	261	A	\$ 0	540	I	By trust for benefit of grandchild
Common Stock								60,400	I	By spouse
Common Stock								44,920	I	401(k) plan
Common Stock								2,208	I	By GRAT dated September 25, 2004 with five year term
Common Stock								4,178	I	By GRAT dated September 25, 2005 with five year term
Common Stock								3,518	I	By GRAT dated September 25, 2006 with five year term
Common Stock								81,210	D	

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
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