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CULP H LAWRENCE JR

Form 4

February 28, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction See Instruction 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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CULP H LAWRENCE JR Issuer Symbol DANAHER CORP /DE/ [DHR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify 2200 PENNSYLVANIA AVENUE, 02/27/2012 below) NW, SUITE 800W President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

WASHINGTON, DC 20037

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	02/27/2012		M	648,000 (1)	A	\$ 0 (2)	1,249,710 (1)	D	
Common Stock	02/27/2012		F(3)	273,456	D	\$ 53.19	976,254 (1)	D	
Common Stock							752,799	I	By LLCs
Common Stock							3,659	I	401(k)

Person

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exerci	sable and	7. Title and A	Amou	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onDerivative	Expiration Da	Expiration Date		Underlying Securi	
Security	or Exercise		any	Code	Securities	(Month/Day/Y	(ear)	(Instr. 3 and	4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or					
	Derivative				Disposed of (D)					
	Security				(Instr. 3, 4, and					
					5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar	
				Code v	(A) (D)				Snai	
Performance								Common		
based restricted stock units	\$ 0 (2)	02/27/2012		M	648,000	02/27/2012	02/27/2012	Common Stock	648	

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
CULP H LAWRENCE JR 2200 PENNSYLVANIA AVENUE, NW SUITE 800W WASHINGTON, DC 20037	X		President and CEO			

Signatures

James F. O'Reilly, attorney-in-fact for H. Lawrence Culp, Jr.

**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).
 - Since November 2010, all of the performance based RSUs held by the reporting person as to which the performance criteria have been satisfied have been reflected in Table I of the reporting person's Section 16 filings as directly owned shares and not as derivative
- (1) securities. When the reporting person was originally awarded the RSUs as to which this filing is being made, they were reported as derivative securities in Table II and as a result this form is being filed to reflect the vesting and distribution of those shares (even though such RSUs have been reflected as directly owned shares (and not derivative securities) in the reporting person's filings since November 2010).
- (2) Each performance based restricted stock unit represents the right to receive one share of Danaher common stock.
- (3) Relates to the withholding of shares for tax purposes in connection with the vesting of the performance based restricted stock units reported above.

Reporting Owners 2

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(4) Owned by limited liability companies, as to each of which the members are Mr. Culp and an entity controlled by Mr. Culp. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, <i>see</i> 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.