

CULP H LAWRENCE JR
 Form 4
 April 24, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 CULP H LAWRENCE JR

2. Issuer Name and Ticker or Trading Symbol
 DANAHER CORP /DE/ [DHR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2200 PENNSYLVANIA AVENUE,
 NW, SUITE 800W

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/23/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

(Street)
 WASHINGTON, DC 20037

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | Price | | | |
| Common Stock | 04/23/2012 | | M | | 301,100 | \$ 18.58 | 1,053,899 | I | By LLCs (1) |
| Common Stock | 04/23/2012 | | S(2) | | 301,100 | \$ 52.623 | 752,799 | I | By LLCs (1) |
| Common Stock | 04/23/2012 | | M | | 1,756 | \$ 20.74 | 754,555 | I | By LLC (1) |
| Common Stock | 04/23/2012 | | S(2) | | 1,756 | \$ 52.53 | 752,799 | I | By LLC (1) |
| Common Stock | 04/23/2012 | | S(2) | | 123,600 | \$ 52.624 | 850,158 | D | |

(5)

Common Stock 3,659 I 401(k)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 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 Number Shares |
| Employee stock option (right to buy) | \$ 18.58 | 04/23/2012 | | M | 301,100 | (6) 03/26/2013 | Common Stock 301,100 |
| Employee stock option (right to buy) | \$ 20.74 | 04/23/2012 | | M | 1,756 | (6) 03/26/2013 | Common Stock 1,756 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | 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. 04/23/2012

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) Owned by limited liability companies (the "LLCs"), as to each of which the members are Mr. Culp and an entity controlled by Mr. Culp.
- (2) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 17, 2012.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.17 to 52.88, inclusive. The reporting person undertakes to provide to Danaher Corporation, any securityholder of Danaher Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnotes to this Form 4.
- (3) These shares represent a portion of the net shares received by the reporting person in connection with the vesting of restricted stock unit awards in February 2012.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.19 to 52.88, inclusive.
- (5) Twenty percent of the reported options became exercisable on December 1, 2006, thirty percent became exercisable on December 1, 2007 and the remainder became exercisable on December 1, 2008.
- (6)

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.