

DANAHER CORP /DE/
Form 4
May 18, 2015

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 *
Graham Jonathan P

(Last) (First) (Middle)

2200 PENNSYLVANIA AVENUE,
NW, SUITE 800W

(Street)

WASHINGTON, DC 20037

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2015

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 & GC

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	Price	
Common Stock	05/14/2015		M		12,340	A \$ 37.07 39,446	D
Common Stock	05/14/2015		M		53,660	A \$ 37.75 93,106	D
Common Stock	05/14/2015		M		58,805	A \$ 26.29 151,911	D
Common Stock	05/14/2015		M		11,060	A \$ 37.32 162,971	D
Common Stock	05/14/2015		S		135,865	D \$ 88 27,106	D

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Common Stock	05/15/2015	M	8,160	A	\$ 37.07	35,266	D
Common Stock	05/15/2015	S	8,160	D	\$ <u>87.01</u> ⁽¹⁾	27,106	D
Common Stock	05/15/2015	M	40,920	A	\$ 37.32	68,026	D
Common Stock	05/15/2015	S	40,920	D	\$ <u>87.003</u> ⁽²⁾	27,106	D
Common Stock	05/15/2015	M	675	A	\$ 26.29	27,781	D
Common Stock	05/15/2015	S	675	D	\$ 87	27,106	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 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)	\$ 37.07	05/14/2015		M	12,340	<u>(3)</u>	02/22/2017	Common Stock	12,340
Employee stock option (right to buy)	\$ 37.75	05/14/2015		M	53,660	<u>(4)</u>	02/20/2018	Common Stock	53,660
Employee stock option	\$ 26.29	05/14/2015		M	58,805	<u>(5)</u>	02/24/2019	Common Stock	58,805

(right to buy)									
Employee stock option (right to buy)	\$ 37.32	05/14/2015	M	11,060	(6)	02/23/2020	Common Stock	11,060	
Employee stock option (right to buy)	\$ 37.07	05/15/2015	M	8,160	(3)	02/22/2017	Common Stock	8,160	
Employee stock option (right to buy)	\$ 26.29	05/15/2015	M	675	(5)	02/24/2019	Common Stock	675	
Employee stock option (right to buy)	\$ 37.32	05/15/2015	M	40,920	(6)	02/23/2020	Common Stock	40,920	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Graham Jonathan P 2200 PENNSYLVANIA AVENUE, NW SUITE 800W WASHINGTON, DC 20037			Senior VP & GC	

Signatures

James F. O'Reilly, attorney-in-fact for Jonathan P. Graham
05/18/2015

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.00 to \$87.06, 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.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$87.00 to \$87.02, inclusive.

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- (3) One-third of the options granted vested on each of the third, fourth and fifth anniversaries of the grant date, which was February 22, 2007.
- (4) One-third of the options granted vested on each of the third, fourth and fifth anniversaries of the grant date, which was February 20, 2008.
- (5) One-third of the options granted vested on each of the third, fourth and fifth anniversaries of the grant date, which was February 24, 2009.
- (6) One-third of the options granted vested on each of the third, fourth and fifth anniversaries of the grant date, which was February 23, 2010.

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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