

DANAHER CORP /DE/  
Form FWP  
December 06, 2007

Final Term Sheet

Filed Pursuant to Rule 433

Registration Statement No. 333-135780

December 6, 2007

**DANAHER CORPORATION**

**5.625% Notes Due 2018**

<b>Issuer:</b>	Danaher Corporation
<b>Aggregate Principal Amount Offered:</b>	\$500,000,000
<b>Trade Date:</b>	December 6, 2007
<b>Settlement Date (T+3):</b>	December 11, 2007
<b>Maturity Date:</b>	January 15, 2018
<b>Coupon (Interest Rate):</b>	5.625% per annum
<b>Price to Public (Issue Price):</b>	99.391% of principal amount
<b>Yield to Maturity:</b>	5.704 %
<b>Benchmark Treasury:</b>	UST 4.25% due November 15, 2017
<b>Benchmark Treasury Price and Yield:</b>	102; 4.004%
<b>Spread to Benchmark Treasury:</b>	1.70% (170 basis points)
<b>Interest Payment Dates:</b>	Semi-annually on January 15 and July 15, beginning on July 15, 2008
<b>Optional Redemption:</b>	The Notes will be redeemable at Issuer's option at any time, in whole or in part, at a redemption price equal to the greater of (i) 100% of the principal amount of such Notes or (ii) the sum of the present values of remaining scheduled payments of principal and interest (exclusive of interest accrued to the date of redemption) on such Notes discounted to the redemption date on a semi-annual basis at the Treasury rate plus 0.25% (25 basis points), plus in each case accrued interest to, but excluding, the redemption date.

<b>Change of Control:</b>	If a change of control triggering event occurs, unless the Issuer has exercised its right to redeem the Notes, it will be required to make an offer to purchase the Notes at a purchase price equal to 101% of the principal amount of the Notes, plus accrued and unpaid interest, if any, to the date of redemption.
<b>Joint Book-Running Managers:</b>	Merrill Lynch & Co.  J.P. Morgan Securities Inc.  UBS Securities LLC
<b>Co-Managers:</b>	Banc of America Securities LLC  Barclays Capital Inc.  BNP Paribas Securities Corp.  Lazard Capital Markets LLC  Wachovia Capital Markets, LLC
<b>Type of Offering:</b>	SEC registered (No. 333-135780)
<b>Listing:</b>	None
<b>Long-term Debt Ratings:</b>	Moody's, A2 (Negative Outlook)  S&P, A+ (CreditWatch Negative)

**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time

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The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Merrill Lynch, Pierce, Fenner & Smith toll free at 1-866-500-5408, J.P. Morgan Securities Inc. collect at 212-834-4533 and UBS Securities LLC toll-free at 1-888-722-9555, ext 337-1088.