KNISELY PHILIP Form 4 July 22, 2008

FORM 4

OMB APPROVAL

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

OMB Number:

3235-0287

Check this box if no longer subject to

Expires: January 31, 2005

subject to Section 16. Form 4 or Form 5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. 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 ** KNISELY PHILIP | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|---------|----------|--|---|--|--|--|
| | | | DANAHER CORP /DE/ [DHR] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | | |
| 2099 PENNSYLVANIA AVENUE, | | | 07/21/2008 | _X_ Officer (give title Other (specify | | | |
| NW, 12TH FLOOR | | | | below) below) Executive Vice President | | | |
| (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 | | | |
| WASHINGTON, DC 20006 | | | | Form filed by More than One Reporting Person | | | |

| (City) | (State) | ${\bf (Zip)} \qquad \qquad {\bf Table~I-Non-Derivative~Securities~Acquired, Disposed~of, or~Beneficially~Owned}$ | | | | | | | | | |
|--------------------------------------|---|--|---|--|-------|--------------------|--|--|---|--|--|
| 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. Securitie on Disposed o (Instr. 3, 4) | f (D) | uired (A) or Price | 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) | | |
| Common stock | 07/21/2008 | | M | 100,000 | A | \$ 24.0313 | 105,010 | D | | | |
| Common stock | 07/21/2008 | | S | 100,000 | D | \$ 81.51 (2) | 5,010 | D | | | |
| Common stock | | | | | | | 2,425 | I | Held in trust for benefit of daughter; spouse is | | |

trustee

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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 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) | orDerivative | | erivative Expiration Date courities (Month/Day/Year) coquired (A) or isposed of (D) nstr. 3, 4, and | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---|--------------|---------|---|--------------------|---|----------------------|
| Employee | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee stock option (right to | \$ 24.0313 | 07/21/2008 | | M | | 100,000 | <u>(1)</u> | 04/14/2010 | Common stock | 100,00 |

Deletionship

Reporting Owners

| Reporting Owner Name / Address | Keiauonsnips | | | | | | |
|--|--------------|-----------|--------------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| KNISELY PHILIP 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006 | | | Executive Vice President | | | | |

Signatures

buy)

James F. O'Reilly, attorney-in-fact for Philip W.
Knisely

07/22/2008

**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).
- The options were granted on April 14, 2000 and fifty percent of the options became exercisable on each of the fourth and fifth anniversaries of the grant date.
- Represents the weighted average sale price for the sales reported on this line. The sales reported on this line occurred at prices between (2) \$81.22 and \$82.01 per share. The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price

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.

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