

DITKOFF JAMES H
 Form 4
 February 25, 2010

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 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 *
DITKOFF JAMES H

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)
**2099 PENNSYLVANIA AVENUE,
 NW, 12TH FLOOR**

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP-Tax & Finance

(Street)
WASHINGTON, DC 20006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common stock | 02/23/2010 | | M | 2,500 A | \$ 0 ⁽¹⁾ 79,998 | D | |
| Common stock | 02/23/2010 | | F | 1,115 D | \$ 74.64 78,883 | D | |
| Common Stock | | | | | 1,956 ⁽²⁾ | I | By trust for benefit of grandchild |
| Common Stock | | | | | 1,955 ⁽²⁾ | I | By trust for benefit of grandchild |
| | | | | | 1,955 ⁽²⁾ | I | |

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| | | | | | | |
|--------------|--|----------------------|---|--|--|--|
| Common Stock | | | | | | By trust for benefit of grandchild |
| Common Stock | | 1,754 ⁽²⁾ | I | | | By trust for benefit of grandchild |
| Common Stock | | 1,422 ⁽²⁾ | I | | | By trust for benefit of grandchild |
| Common Stock | | 60,400 | I | | | By spouse |
| Common Stock | | 45,788 | I | | | 401(k) plan |
| Common Stock | | 2,617 | I | | | By GRAT dated September 25, 2005 with five year term |
| Common Stock | | 2,045 | I | | | By GRAT dated September 25, 2006 with five year term |

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

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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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-----|
| | | | | | | Date Exercisable | Expiration Date | Title | |
| | | | | | | Code | V | (A) | (D) |

Performance
based
restricted
stock units

\$ 0 ⁽¹⁾

02/23/2010

M

2,500

02/23/2010

02/23/2010

Common
Stock

2,500

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DITKOFF JAMES H 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006 | | | Senior VP-Tax & Finance | |

Signatures

James F. O'Reilly, attorney-in-fact for James H.
Ditkoff

02/24/2010

 **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) Each performance based restricted stock unit represents the right to receive one share of Company common stock.

(2) The reporting person disclaims beneficial ownership of these shares.

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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