

DANAHER CORP /DE/
Form 5
February 14, 2013

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
RALES MITCHELL P

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**2200 PENNSYLVANIA AVENUE,
NW SUITE 800W**

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of Exec. Committee

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

6. Individual or Joint/Group Reporting

(check applicable line)

WASHINGTON, DC 20037

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01	01/30/2012	Â	G	84,779 D	\$ 0 10,015,162	D	Â
Common Stock, par value \$.01	01/30/2012	Â	G	84,779 A	\$ 0 783,400	I	Through the Mitchell P. Rales Family Trust ⁽¹⁾
	02/03/2012	Â	G	250,000 D	\$ 0 9,765,162	D	Â

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Common Stock, par value \$.01									
Common Stock, par value \$.01	02/23/2012	Â	G	50,000	D	\$ 0	9,715,162	D	Â
Common Stock, par value \$.01	02/24/2012	Â	G	50,000	D	\$ 0	9,915,162	D	Â
Common Stock, par value \$.01	02/27/2012	Â	G	50,000	D	\$ 0	9,665,162	D	Â
Common Stock, par value \$.01	04/26/2012	Â	G	50,000	D	\$ 0	9,615,162	D	Â
Common Stock, par value \$.01	04/27/2012	Â	G	100,000	D	\$ 0	9,465,162	D	Â
Common Stock, par value \$.01	05/09/2012	Â	G	50,000	D	\$ 0	9,415,162	D	Â
Common Stock, par value \$.01	05/25/2012	Â	G	50,000	D	\$ 0	9,365,162	D	Â
Common Stock, par value \$.01	05/29/2012	Â	G	50,000	D	\$ 0	9,315,162	D	Â
Common Stock, par value \$.01	08/03/2012	Â	G	200,000	D	\$ 0	9,115,162	D	Â
Common Stock, par value \$.01	10/19/2012	Â	G	600,000	D	\$ 0	8,515,162	D	Â
	10/22/2012	Â	G	400,000	D	\$ 0	8,115,162	D	Â

Common
Stock, par
value
\$.01

Common
Stock, par
value
\$.01

Common
Stock, par
value
\$.01

Common
Stock, par
value
\$.01

25,170	I	By spouse ⁽²⁾
133,455	I	By 401(k) Plan
40,000,000	I	Through single-member LLCs

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)	8. Price of Derivative Security (Instr. 5)	9. of D Se O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RALES MITCHELL P 2200 PENNSYLVANIA AVENUE, NW SUITE 800W WASHINGTON, DC 20037	X		Chairman of Exec. Committee	

Signatures

/s/ Mitchell P.
Rales

02/14/2013

__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) These shares were acquired by the Mitchell P. Rales Family Trust, of which the reporting person is trustee, from the reporting person's grantor retained annuity trust.
 - (2) The reporting person disclaims beneficial ownership of the shares held by his spouse, and this report should not be deemed an admission that the reporting person is the beneficial owner of his spouse's shares for purposes of Section 16 or for any other purpose.

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