

DITKOFF JAMES H

Form 4

January 29, 2009

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DITKOFF JAMES H

(Last) (First) (Middle)

2099 PENNSYLVANIA AVENUE,
NW, 12TH FLOOR

(Street)

WASHINGTON, DC 20006

(City) (State) (Zip)

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

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

01/28/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

Senior VP-Finance & Tax

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	01/28/2009		G ⁽¹⁾	V 436 D \$ 0	80,774	D	
Common Stock	01/28/2009		G ⁽¹⁾	V 436 D \$ 0	80,338	D	
Common Stock	01/28/2009		G ⁽¹⁾	V 436 D \$ 0	79,902	D	
Common Stock	01/28/2009		G ⁽¹⁾	V 436 D \$ 0	79,466	D	
Common Stock	01/28/2009		G ⁽¹⁾	V 436 D \$ 0	79,030	D	

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Common Stock	01/28/2009	<u>G(2)</u>	V	436	A	\$ 0	1,510	I	By trust for benefit of grandchild; spouse is trustee
Common Stock	01/28/2009	<u>G(2)</u>	V	436	A	\$ 0	1,509	I	By trust for benefit of grandchild; spouse is trustee
Common Stock	01/28/2009	<u>G(2)</u>	V	436	A	\$ 0	1,509	I	By trust for benefit of grandchild; spouse is trustee
Common Stock	01/28/2009	<u>G(2)</u>	V	436	A	\$ 0	1,308	I	By trust for benefit of grandchild; spouse is trustee
Common Stock	01/28/2009	<u>G(2)</u>	V	436	A	\$ 0	976	I	By trust for benefit of grandchild; spouse is trustee
Common Stock							60,400	I	By spouse
Common Stock							45,073	I	401(k) plan
Common Stock							2,208	I	By GRAT dated September 25, 2004 with five year term
Common Stock							4,178	I	By GRAT dated September 25, 2005 with five year term
Common Stock							3,518	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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(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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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-Finance &
Tax

Signatures

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

01/29/2009

__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) Represents gift of shares to a trust for the benefit of the reporting person's grandchild.

(2) Represents reporting person's acquisition of indirect, beneficial interest as a result of gifting shares to a trust for the benefit of the reporting person's grandchild. 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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