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CULP H LAWRENCE JR

Form 4 May 02, 2011

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Add CULP H LAV	lress of Reporting Person * VRENCE JR	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)	3. Date of Earliest Transaction			
		(Month/Day/Year)	X Director 10% Owner		
2200 PENNSYLVANIA AVENUE, NW, SUITE 800W		04/20/2011	_X_ Officer (give title Other (specify below) President and CEO		
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
		Filed(Month/Day/Year)	Applicable Line)		
WASHINGTO	ON, DC 20037		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-E	Derivative :	Secur	ities Acqu	iired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	04/29/2011		A	56,000 (1)	A	\$ 0	1,149,452 (2)	D	
Common Stock	04/30/2011		F	11,816	D	\$ 55.24	1,137,636	D	
Common Stock							675,694	I	By LLC (3)
Common Stock							3,652	I	By 401(k)

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. Transactic 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. Pri Deriv Secur (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Executive Deferred Incentive Program - Danaher Stock Fund (4)	\$ 0 <u>(5)</u>	04/29/2011		A	37.32	<u>(6)</u>	<u>(6)</u>	Common Stock	37.32 (4)	\$ 5

Reporting Owners

Reporting Owner Name / Address	Relationships					
<u>.</u>	Director	10% Owner	Officer	Other		
CULP H LAWRENCE JR 2200 PENNSYLVANIA AVENUE, NW SUITE 800W WASHINGTON, DC 20037	X		President and CEO			

Signatures

James F. O'Reilly, attorney-in-fact for H. Lawrence Culp, Jr.

**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).
- On February 23, 2010, the Compensation Committee of the Company's Board of Directors awarded the reporting person performance (1) based restricted stock units. This Form 4 is being filed in connection with the determination by the Compensation Committee that the performance criteria of the award have been achieved. The award remains subject to time-based vesting provisions.

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- (2) Includes performance based restricted stock units as to which the performance criteria have been satisfied.
- (3) Owned by a limited liability company, the members of which are Mr. Culp and an entity controlled by Mr. Culp.
 - Compensation deferred or contributed into the Danaher stock fund (the "EDIP Stock Fund") included in Danaher's Executive Deferred Incentive Program (the "EDIP") is deemed to be invested in a number of unfunded, notional shares of Danaher common stock based on
- (4) the closing price of Danaher common stock as reported on the NYSE on the date such compensation is credited to the EDIP Stock Fund. The price shown in Table II, Column 8 above is the closing price per share of Danaher common stock as reported on the NYSE on the transaction date noted above.
- (5) The notional shares convert on a one-for-one basis.
 - The reporting person immediately vests in 100% of each voluntary contribution to the EDIP Stock Fund. The reporting person immediately vests in 2/3 of each company contribution to the EDIP Stock Fund, with the remaining 1/3 of the contribution vesting 100%
- (6) upon the earlier of the reporting person's death, or upon retirement following at least 5 years of service with Danaher and reaching the age of 55, or if earlier, one-quarter per year of participation following eleven vesting years of participation, in each case in accordance with the plan. Upon termination of employment, the vested portion of the EDIP Stock Fund is settled in shares of Danaher common stock.

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.