#### Edgar Filing: LICO JAMES A - Form 4

LICO JAM Form 4	ES A									
January 03,	2012									
FORM	ЛЛ								PPROVAL	
	UNITED	STATES					E COMMISSIO	N OMB Number:	3235-0287	
Check ti if no lor subject Section Form 4 Form 5 obligation may con <i>See</i> Inst 1(b).	nger to 16. or Filed pur ons stinue.	Washington, D.C. 20549 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 <u>*</u> LICO JAMES A			2. Issuer Name <b>and</b> 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	of Earliest T	ransaction		(Check an applicable)			
2200 PENI NW, SUIT	NSYLVANIA AV E 800W	'ENUE,	(Month/ 01/01/2	Day/Year) 2012			Director X Officer (gi below) Execu		% Owner her (specify lent	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
WASHING	GTON, DC 20037						Person	whole than one R	epotting	
(City)	(State)	(Zip)	Tat	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ed Date, if	3. Transactic Code (Instr. 8)	4. Securit mAcquired Disposed	ies (A) or of (D)	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	
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	Perso inforn requir	ns who re nation con red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the fo ently valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	01 (I	Acquired ( r Dispose D) Instr. 3, 4,	d of					(.
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Executive Deferred Incentive Program Danaher Stock Fund (1)	\$ 0 <u>(2)</u>	01/01/2012		A <u>(3)</u>	1	,999.4		<u>(4)</u>	<u>(4)</u>	Common Stock (1)	1,999.4	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LICO JAMES A 2200 PENNSYLVANIA AVENUE, NW SUITE 800W WASHINGTON, DC 20037			Executive Vice President				
Signatures							
James F. O'Reilly, attorney-in-fact for James A. Lico		01/03/2012					
**Signature of Reporting Person		Date					
Explanation of Poononco	<b>~</b> .						

# **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).

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

- (1) 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 December 30, 2011.
- (2) The notional shares convert on a one-for-one basis.

In accordance with the terms of the EDIP, on January 1, 2012, Danaher credited a specified amount to the EDIP Stock Fund of the (3) reporting person, which amount has been deemed to be invested in a number of unfunded, notional shares of Danaher common stock based on the closing price of Danaher common stock as reported on the NYSE on December 30, 2011.

The reporting person immediately vests in 100% of each voluntary contribution to the EDIP Stock Fund. The reporting person will vest in all company contributions to the EDIP Stock Fund as follows: 100% upon the earlier of the reporting person's death, or upon retirement

(4) following at least 5 years of service with Danaher and reaching the age of 55, or, if earlier, one-tenth per year of participation following five years of vesting participation, in each case in accordance with the plan. Upon termination of employment, the vested portion of the EDIP Stock Fund is settled in 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.

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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.