DANAHER CORP/DE/

Form 4

October 28, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Re COMAS DANIEL L	porting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
		DANAHER CORP /DE/ [DHR]	(Check all applicable)			
(Last) (First)	(Middle)	3. Date of Earliest Transaction				
		(Month/Day/Year)	Director 10% Owner			
2200 PENNSYLVAN NW, SUITE 800W	IA AVENUE,	10/24/2013	_X_ Officer (give title Other (specify below) EVP & CFO			
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
WASHINGTON DC	20037		Form filed by More than One Reporting			

Person

WASHINGTON, DC 20037

(City)	(State)	(Zip) Tab	le I - Nor	n-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securiti Transactionor Dispose Code (Instr. 3, 4 (Instr. 8)					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	10/24/2013		A	•	50,000	A		200,907	D	
Common Stock	10/24/2013		S		50,000	D	\$ 71.653	150,907	D	
Common Stock								4,528	I	By spouse
Common Stock								6,587	I	By 401(k)
Common Stock								38,804	I	By trust

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 25.85	10/24/2013		M	50,000	<u>(1)</u>	05/04/2015	Common stock	50,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COMAS DANIEL L 2200 PENNSYLVANIA AVENUE, NW SUITE 800W

EVP & CFO

WASHINGTON, DC 20037

Signatures

James F. O'Reilly, attorney-in-fact for Daniel L. Comas 10/25/2013

**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) The reported options vested on May 4, 2010.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.52 to \$71.79, inclusive. The reporting person undertakes to provide to Danaher Corporation, any securityholder of Danaher Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnotes to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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