

CULP H LAWRENCE JR
 Form 4
 September 08, 2009

FORM 4

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

OMB APPROVAL

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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 *
 CULP H LAWRENCE JR

(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)
 09/04/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

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)
			Code	V	Amount or Price		
Common Stock	09/04/2009		M		\$ 23.3125	68,000	D
Common Stock	09/04/2009		S ⁽¹⁾		\$ 64.8616	65,500	D
Common Stock	09/04/2009		S ⁽¹⁾		\$ 65.424	19,200	D
Common Stock	09/04/2009		S ⁽¹⁾		\$ 66.0075	18,000	D
	09/04/2009		M			16,670	I

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Common Stock					\$ 23.3125			By LLC (9)
Common Stock	09/04/2009	S(2)	900	D	\$ 64.9056 (6)	15,770	I	By LLC (9)
Common Stock	09/04/2009	S(2)	15,370	D	\$ 65.4251 (7)	400	I	By LLC (9)
Common Stock	09/04/2009	S(2)	400	D	\$ 66.01 (8)	0	I	By LLC (9)
Common Stock						1,785	I	401(k)

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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock option (right to buy)	\$ 23.3125	09/04/2009		M	50,000	(10) 07/18/2010	Common Stock 50,000
Employee stock option (right to buy)	\$ 23.3125	09/04/2009		M	16,670	(10) 07/18/2010	Common Stock 16,670

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

