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| DANAHER Form 4 | R CORP /DE/ | | | | | | | | | | | | | |
|--|---|------------------------------|---|-----------------------|------|--------------------------------|-----------|--|---|---|--|--|--|--|
| April 21, 20 | ЛЛ | | | | | | | | | OMB AF | PROVAL | | | |
| | UNITED | STATES | | | | AND EXC , D.C. 2054 | | GE CO | MMISSION | OMB Number: | 3235-0287 | | | |
| Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuan | | | | SEC | Uł | RITIES | ERSHIP OF | Expires: Estimated a burden hour response | | | | | | |
| obligati may con <i>See</i> Inst 1(b). | ons ntinue. Section 17(| a) of the | Public U | Jtility H | Iol | | any A | Act of 19 | 935 or Section | | | | | |
| (Print or Type | Responses) | | | | | | | | | | | | | |
| | | | | | | | | | Relationship of I suer | of Reporting Person(s) to | | | | |
| | | | DANAHER CORP /DE/ [DHR] 3. Date of Earliest Transaction | | | | | | (Check all applicable) | | | | | |
| (Last) 2099 PENI NW, 12TH | NSYLVANIA AV | Middle) 'ENUE, | | Day/Yea | | ransaction | | _ | _X Director _X Officer (give t chairman c | X 10% itle Othe below) of Exec. Comm | r (specify | | | |
| WASHING | (Street) GTON, DC 20006 | | | nendment onth/Day/ | | ate Original ^(r) | | Aj _2 | Individual or Joi pplicable Line) K_Form filed by Or _Form filed by Mo | ne Reporting Per | rson | | | |
| (City) | (State) | (Zip) | Та | hle I - No | \n_l | Dorivativo Sa | ouriti | | erson | or Bonoficial | v Owned | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deem Execution any | 3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or | | | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | |
| Common Stock, par value \$.01 per share | 04/21/2006 | 04/21/20 | 006 | Code S | V | Amount 3,000,000 | (D) D | Price \$ 64.95 | 18,402,971 (2) | D | | | | |
| Common Stock, par value \$.01 per share | | | | | | | | | 23,692,482 (2) | Ι | By Equity Group Holdings LLC and Equity Group Holdings | | | |

| Common | | | |
|-------------|--------|---|-----------|
| Stock, par | 41,294 | т | By 401(k) |
| value \$.01 | 41,294 | 1 | Plan |
| per share | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 4. Transactio Code (Instr. 8) | of | | ate | Secur | ınt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr |
|---|---|---|--|---------|---------------------|--------------------|-------|--|---|---|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Own | Relationships | | | | | | | |
|---|---------------|-----------|-----------------------------------|-------|--|--|--|--|
| L B | Director | 10% Owner | Officer | Other | | | | |
| RALES MITCHELL 2099 PENNSYLVAN 12TH FLOOR WASHINGTON, DC | Х | Х | Chairman of Exec. Committee | | | | | |
| Signatures | | | | | | | | |
| /s/ Mitchell P. Rales | 04/21/2006 | | | | | | | |
| <u>**</u> 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)

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This amount represents the average price from the sale of (i) 2,664,100 shares of Danaher Corporation Common Stock, par value \$.01 per share ("the Shares"), at a price of \$64.86 per share and (ii) 335,900 Shares in numerous transactions at prices ranging from \$65.25 to \$66.40 per share.

- (2) On April 21, 2006, the reporting person received a distribution of 4,314,888 Shares from Equity Group Holdings LLC and 1,846,241 Shares from Equity Group Holdings II LLC for no consideration in transactions exempt from reporting under Rule 16a-13.
- The reported Shares include 20,000,000 Shares beneficially owned by Equity Group Holdings LLC and 3,692,482 Shares beneficially owned by Equity Group Holdings II LLC. Mitchell P. Rales and his brother, Steven M. Rales, are the sole members of Equity Group Holdings LLC and Equity Group Holdings II LLC.

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.