

HEFNER LINDA P
Form 4
April 30, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HEFNER LINDA P

(Last) (First) (Middle)

2200 PENNSYLVANIA AVENUE,
NW, SUITE 800W

(Street)

WASHINGTON, DC 20037

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DANAHER CORP /DE/ [DHR]

3. Date of Earliest Transaction
(Month/Day/Year)
04/26/2018

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)

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	(A) or (D)	Price		
Common Stock	04/26/2018		S		7,423	D	\$ 101.5	25,225.367	D
Common Stock	04/26/2018		M		10,578	A	\$ 30.12	35,803.367	D
Common Stock	04/26/2018		S		10,578	D	\$ 101.509 (1)	25,225.367	D

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

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information contained in this form are not
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SEC 1474
(9-02)

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)	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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
Director Stock Option (Right to Buy)	\$ 30.12	04/26/2018		M		10,578		07/24/2008	07/24/2018	Common Stock	10,578
Phantom shares ⁽²⁾	\$ 0 ⁽³⁾	04/27/2018		A		324.586		⁽⁴⁾	⁽⁴⁾	Common stock ⁽²⁾	324,586

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HEFNER LINDA P 2200 PENNSYLVANIA AVENUE, NW SUITE 800W WASHINGTON, DC 20037	X

Signatures

/s/ James F. O'Reilly, attorney-in-fact for Linda Hefner
Filler

04/30/2018

⁽²⁾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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.50 to \$101.53, 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.
- (2) Under the terms of the Non-Employee Directors Deferred Compensation Plan (the "Plan") established under the Danaher Corporation 2007 Omnibus Incentive Plan, the reporting person can defer all or part of the cash director fees she is entitled to receive each quarter. Amounts deferred under the plan are converted into a particular number of notional shares of Danaher common stock, calculated based on the closing price of Danaher's common stock on the quarterly date such fees otherwise would have been paid. The price shown in Table II, Column 8 above is the closing price per share of the Danaher common stock as reported on the NYSE on the transaction date noted above. The phantom shares reported reflect contributions to the reporting person's account under the Plan as well as dividend equivalents

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accrued to the reporting person's account.

- (3) Upon distribution, the phantom shares convert into shares of Danaher common stock on a one-for-one basis.
- (4) The reporting person is fully vested in all amounts deferred under the Plan.

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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