

DITKOFF JAMES H
Form 4
September 29, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DITKOFF JAMES H

(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)
09/26/2008

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)

Senior VP-Finance & Tax

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 09/26/2008 | | G ⁽¹⁾ | V 261 D \$ 0 2,349 | | I | By GRAT dated September 25, 2003 with five year term |
| Common Stock | 09/26/2008 | | G ⁽¹⁾ | V 261 D \$ 0 2,088 | | I | By GRAT dated September 25, 2003 with five year term |

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| | | | | | | | | | |
|--------------|------------|------------------------|---|-----|---|------|-------|---|--|
| Common Stock | 09/26/2008 | <u>G⁽¹⁾</u> | V | 261 | D | \$ 0 | 1,827 | I | By GRAT dated September 25, 2003 with five year term |
| Common Stock | 09/26/2008 | <u>G⁽¹⁾</u> | V | 261 | D | \$ 0 | 1,566 | I | By GRAT dated September 25, 2003 with five year term |
| Common Stock | 09/26/2008 | <u>G⁽²⁾</u> | V | 261 | D | \$ 0 | 1,305 | I | By GRAT dated September 25, 2003 with five year term |
| Common Stock | 09/26/2008 | <u>G⁽²⁾</u> | V | 261 | D | \$ 0 | 783 | I | By GRAT dated September 25, 2003 with five year term |
| Common Stock | 09/26/2008 | <u>G⁽²⁾</u> | V | 261 | D | \$ 0 | 522 | I | By GRAT dated September 25, 2003 with five year term |
| Common Stock | 09/26/2008 | <u>G⁽²⁾</u> | V | 261 | D | \$ 0 | 261 | I | By GRAT dated September 25, 2003 with five year term |
| Common Stock | 09/26/2008 | <u>G⁽²⁾</u> | V | 261 | D | \$ 0 | 0 | I | By GRAT dated September 25, 2003 with five year term |
| Common Stock | 09/26/2008 | <u>G⁽³⁾</u> | V | 261 | A | \$ 0 | 1,074 | I | By trust for benefit of grandchild |
| Common Stock | 09/26/2008 | <u>G⁽³⁾</u> | V | 261 | A | \$ 0 | 1,073 | I | By trust for benefit of |

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| | | | | | | | | | | |
|--------------|------------|--|------------------|---|-----|---|------|--------|---|--|
| Common Stock | 09/26/2008 | | G ⁽³⁾ | V | 261 | A | \$ 0 | 1,073 | I | grandchild By trust for benefit of grandchild |
| Common Stock | 09/26/2008 | | G ⁽³⁾ | V | 261 | A | \$ 0 | 872 | I | By trust for benefit of grandchild |
| Common Stock | 09/26/2008 | | G ⁽³⁾ | V | 261 | A | \$ 0 | 540 | I | By trust for benefit of grandchild |
| Common Stock | | | | | | | | 60,400 | I | By spouse |
| Common Stock | | | | | | | | 44,920 | I | 401(k) plan |
| Common Stock | | | | | | | | 2,208 | I | By GRAT dated September 25, 2004 with five year term |
| Common Stock | | | | | | | | 4,178 | I | By GRAT dated September 25, 2005 with five year term |
| Common Stock | | | | | | | | 3,518 | I | By GRAT dated September 25, 2006 with five year term |
| Common Stock | | | | | | | | 81,210 | D | |

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.

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 Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | Secur |
|---------------------|--|----------------------|-----------------|---|------------------|--|---------------------|-------|
|---------------------|--|----------------------|-----------------|---|------------------|--|---------------------|-------|

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DITKOFF JAMES H 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006 | | | Senior VP-Finance & Tax | |

Signatures

James F. O'Reilly, attorney-in-fact for James H. Ditkoff 09/26/2008

**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) Represents distribution of shares from GRAT to reporting person's adult child
- (2) Represents distribution of shares from GRAT to trust for the benefit of reporting person's grandchild, of which the reporting person's spouse is trustee.
- (3) Represents reporting person's acquisition of indirect, beneficial interest as a result of gifting shares to a trust for the benefit of the reporting person's grandchild. The reporting person disclaims beneficial ownership of these shares.

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.