#### LUTZ ROBERT S

Form 4

February 02, 2009

# FORM 4

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

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations

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

burden hours per response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* LUTZ ROBERT S

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

DANAHER CORP /DE/ [DHR]

(Check all applicable)

(Last)

(City)

Security

(Instr. 3)

(First) (Middle)

(Zip)

Execution Date, if

(Month/Day/Year)

3. Date of Earliest Transaction

Director

below)

10% Owner X\_ Officer (give title Other (specify

2099 PENNSYLVANIA AVENUE,

(Street)

(State)

(Month/Day/Year)

NW. 12TH FLOOR

(Month/Day/Year) 01/30/2009

below)

6. Individual or Joint/Group Filing(Check

VP-Chief Accounting Officer

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

WASHINGTON, DC 20006

1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(Instr. 8) (A)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

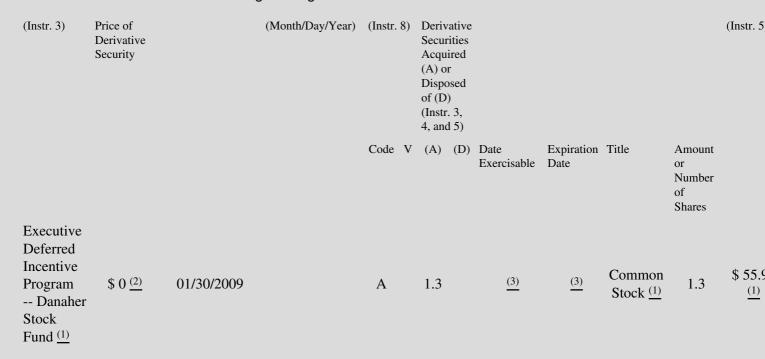
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Underlying Securities	Derivati
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security

### Edgar Filing: LUTZ ROBERT S - Form 4



# **Reporting Owners**

Lutz

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
LUTZ ROBERT S 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006			VP-Chief Accounting Officer		
Signatures					
James F. O'Reilly, attorney-in-fact for Rober	rt S.				

\*\*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).

Compensation deferred or contributed into the Danaher stock fund (the "EDIP Stock Fund") included in Danaher's Executive Deferred

02/02/2009

- Incentive Program (the "EDIP") is deemed to be invested in a number of unfunded, notional shares of Danaher common stock based on (1) the closing price of Danaher common stock as reported on the NYSE on the date such compensation is credited to the EDIP Stock Fund. The price shown in Table II, Column 8 above is the closing price per share of Danaher common stock as reported on the NYSE on the transaction date noted above.
- (2) The notional shares convert on a one-for-one basis.

The reporting person immediately vests in 100% of each voluntary contribution to the EDIP Stock Fund. The reporting person will vest in all company contributions to the EDIP Stock Fund as follows: 100% upon the earlier of the reporting person's death, or upon retirement

(3) following at least 5 years of service with Danaher and reaching the age of 55, or, if earlier, one-tenth per vesting year of participation following five vesting years of participation, in each case in accordance with the plan. Upon termination of employment, the vested portion of the EDIP Stock Fund is settled in Danaher common stock.

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

## Edgar Filing: LUTZ ROBERT S - Form 4

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.