CULP H LAWRENCE JR

Form 4 July 30, 2012

FORM 4

Check this box

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

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 See Instruction

1(b).

(Last)

(City)

Security

(Instr. 3)

Form 5

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person * **CULP H LAWRENCE JR**

(First)

(Street)

(State)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Symbol

DANAHER CORP /DE/ [DHR]

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

07/27/2012

2200 PENNSYLVANIA AVENUE, NW, SUITE 800W

(Middle)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

below)

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title Other (specify

below) President and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

WASHINGTON, DC 20037

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

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

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

(A)

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 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pric 4. Derivative Conversion (Month/Day/Year) Execution Date, if Transactionof **Expiration Date Underlying Securities** Deriva Security or Exercise Code Derivative (Month/Day/Year) (Instr. 3 and 4) Securi any

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(Ins	tr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Securit Acquir (A) or Dispos of (D) (Instr. and 5)	quired or posed (D) str. 3, 4,					(Instr.
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Def Inco Pro	ecutive ferred entive gram - naher ck	\$ 0 (2)	07/27/2012		A		51.4		(3)	(3)	Common Stock	51.4 (1)	\$ 52 (1)

Reporting Owners

Fund (1)

Reporting Owner Name / Address	Relationships								
. 0	Director	10% Owner	Officer	Other					
CULP H LAWRENCE JR 2200 PENNSYLVANIA AVENUE, NW SUITE 800W WASHINGTON, DC 20037	X		President and CEO						
Signatures									
James F. O'Reilly, attorney-in-fact for H. Culp, Jr.		07/30/2012							

Explanation of Responses:

**Signature of Reporting Person

- * 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

Date

- 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 immediately vests in 2/3 of each company contribution to the EDIP Stock Fund, with the remaining 1/3 of the contribution vesting 100%

(3) upon the earlier of the reporting person's death, or upon retirement following at least 5 years of service with Danaher and reaching the age of 55, or if earlier, one-quarter per year of participation following eleven 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 shares of 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. 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.

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