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DANAHER	CORP /DE/										
Form 4											
May 06, 200)5										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								-	OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
Check this box								Expires:	January 31,		
subject t	subject to STATEMENT OF CHANGES IN BENEFICIAL							Estimated	2005 average		
-	Section 16. SECURITIES							burden hou	0		
Form 4 o								response	. 0.5		
Form 5 obligatio	· · · · ·						nge Act of 1934,				
may con				•	•	· ·	of 1935 or Secti	on			
See Instr	ruction	30(h)	of the I	nvestment	Compar	ny Act of 1	940				
1(b).											
(Print or Type	Responses)										
(
1. Name and A	Address of Reporting	Person *	2. Issue	er Name an o	d Ticker or	Trading	5. Relationship of Reporting Person(s) to				
PRYOR DA	ANIEL A		2. Issuer Name and Ticker or Trading Symbol				Issuer				
			DANA	HER CO	RP /DE/	[DHR]					
(Last)	(First) (Middle)		of Earliest T			(Check all applicable)				
(2000)	(1 100)	(induite)		Day/Year)	ransaction		Director	109	10% Owner		
2099 PENN	ISYLVANIA AV	05/04/2	•			Officer (gi	ner (specify				
NW, 12TH FLOOR							below) below) VP-Strategic Development				
	4. If Amendment, Date Original										
	(Street)		onth/Day/Yea	-	u	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 					
		1 neu(me	Jilli/Day/Tea	1)							
WASHING	TON, DC 20006						•	More than One R	eporting		
							Person				
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date			3.	4. Securit		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)		TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)			Securities	Form: Direct	Indirect		
(Instr. 3)							Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership		
(Wold)			$a_{y}(1 \text{ cm})$ (msu. 6) (msu. 5, 4 and 5)			r und 5)	Following	(Instr. 4)	(Instr. 4)		
						(A)	Reported				
						or	Transaction(s)				
				Code V	Amount	(D) Price	(Instr. 3 and 4)				
DID		. f l. 1		··· 1	C" · 11		·				

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 (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. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	or Di (D) (Instr		or Dispos (D)	Instr. 3, 4,				
				Code	e V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Performance based restricted stock units	<u>(1)</u>	05/04/2005		A		20,000		(2)	05/04/2014	Common Stock	20,00
Reportii	ng Own	ers									
Reportin	ng Owner Name	e / Address	Director 10% Ov	vner	Rel Offi	ationships cer			Other		
PRYOR DAN 2099 PENNS	YLVANIA A	VENUE, NW			VP	-Strategi	c De	velopment			

Signatures

WASHINGTON, DC 20006

12TH FLOOR

James F. O'Reilly, attorney-in-fact for Daniel A. Pryor <u>**Signature of Reporting Person</u> 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) Each performance based restricted stock unit represents a right to receive one share of Company Common Stock.

On May 4, 2004, the Compensation Committee of the Company's Board of Directors awarded the reporting person 20,000 performance based restricted stock units. These restricted stock units vest (1) 50% upon the fourth anniversary of the grant date and 50% upon the fifth

(2) anniversary of the grant date, and (2) upon the satisfaction of specified performance criteria. This Form 4 is being filed in connection with the determination by the Compensation Committee of the Board of Directors that the performance criteria of the award have been achieved.

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.