### Edgar Filing: DANAHER CORP /DE/ - Form 4

DANAHER	CORP /DE/										
Form 4											
January 02, 2	2008										
FORM	4							-	PPROVAL		
	UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0287		
Check th	Ter.							Expires:	January 31,		
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF									2005 average		
Section 1		SECURITIES							urs per		
Form 4 c Form 5											
obligatio							nge Act of 1934,				
may cont	Section 17	· ·		•	U	1 V	of 1935 or Secti	on			
See Instr	uction	30(h)	of the In	nvestment	t Compai	ny Act of 1	940				
1(b).											
(Print or Type ]	Responses)										
1. Name and Address of Reporting Person       2. Issuer Name and Ticker or Trading       5. Relationship of I								of Reporting Per	Reporting Person(s) to		
KNISELY PHILIP Syn			Symbol			-	Issuer				
			DANA	HER CO	RP /DE/	[DHR]	(Check all applicable)				
(Last)	(First) (	Middle)	3. Date of	of Earliest T	ransaction		(Ché	еск ан аррисаы	e)		
, , ,		·		Day/Year)			Director	109	% Owner		
				01/01/2008			X Officer (gi		title Other (specify below)		
NW, 12TH	FLOOR						below) Execu	itive Vice Presic	lent		
	(Street)		4 If Am	andmant D	ata Origin	-1	6 Individual or	Ioint/Group Fili	ng(Chook		
	(bireer)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line)				
T Heu(I				intil/Day/1Ca	1)		_X_ Form filed by One Reporting Person				
WASHING	TON, DC 20006						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deem	ed	3.	4. Securit		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if		TransactionAcquired (A) or				Form: Direct	Indirect		
(Instr. 3)		-	any (Month/Day/Year)		CodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)		2	(D) or Indirect (I)	Beneficial Ownership		
		(WORLD)	ay/ 1 car)	(Instr. 0)	(insu: 5,		Following	(Instr. 4)	(Instr. 4)		
						(A)	Reported				
						(A) or	Transaction(s)				
				Code V	Amount	(D) Price	(Instr. 3 and 4)				

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.

 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	6. Date Exercisable and	7. Title and Amount of	8. Pri
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	() [] []	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Insti		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Executive Deferred Incentive Program Danaher Stock Fund (1)	\$ 0 <u>(2)</u>	01/01/2008		A <u>(3)</u>	7	759.9		<u>(4)</u>	(4)	Common Stock (1)	759.9	\$ 8 (

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KNISELY PHILIP 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006			Executive Vice President				
Signatures							
James F. O'Reilly, attorney-in-fact for Philip Knisely	p W.	01/02/200	08				
**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 Income Plan (the "EDIP") is deemed to be invested in a number of unfunded, notional shares of Danaher common stock based on 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 December 31, 2007.
- (2) The notional shares convert on a one-for-one basis.

In accordance with the terms of the EDIP, on January 1, 2008, Danaher credited a specified amount to the EDIP Stock Fund of the (3) reporting person, which amount has been deemed to be invested in a number of unfunded, notional shares of Danaher common stock based on the closing price of Danaher common stock as reported on the NYSE on December 31, 2007.

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

(4) 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.

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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.