

CULP H LAWRENCE JR
Form 4
July 10, 2009

FORM 4

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

OMB APPROVAL

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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 *
CULP H LAWRENCE JR

(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)

07/09/2009

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)

President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/09/2009		M		30,000	A	\$ 23.3125
Common Stock	07/09/2009		S ⁽¹⁾		3,900	D	\$ 57.8767 (3)
Common Stock	07/09/2009		S ⁽¹⁾		26,100	D	\$ 58.1714 (4)
Common Stock	07/09/2009		M		10,000	A	\$ 23.3125
	07/09/2009		S ⁽²⁾		1,300	D	8,700

By LLC
(11)

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Common Stock					\$ 57,8569 (5)				By LLC (11)
Common Stock	07/09/2009		S(2)	8,700	D	\$ 58,1709 (6)	0	I	By LLC (11)
Common Stock	07/10/2009		M	30,000	A	\$ 23,3125	48,000	D	
Common Stock	07/10/2009		S(1)	26,900	D	\$ 58,5798 (7)	21,100	D	
Common Stock	07/10/2009		S(1)	3,100	D	\$ 59,15 (8)	18,000	D	
Common Stock	07/10/2009		M	10,000	A	\$ 23,3125	10,000	I	By LLC (11)
Common Stock	07/10/2009		S(2)	9,100	D	\$ 58,58 (9)	900	I	By LLC (11)
Common Stock	07/10/2009		S(2)	900	D	\$ 59,1989 (10)	0	I	By LLC (11)
Common Stock							1,830	I	401(k)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 23.3125	07/09/2009		M	30,000	(12)	07/18/2010	Common Stock	30,000

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.00 to 58.37, inclusive.

- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.35 to 58.99, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.00 to 59.43, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.36 to 58.98, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.00 to 59.42, inclusive.
- (11) Owned by a limited liability company (the "LLC"), the members of which are Mr. Culp and a grantor retained annuity trust of which Mr. Culp is sole trustee.
- (12) Fifty percent of the options granted became exercisable on each of July 18, 2004 and July 18, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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