

LUTZ ROBERT S
Form 4
February 24, 2011

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 *
LUTZ ROBERT S

(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)
02/23/2010

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)
SVP-Chief Accounting Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common stock | 02/22/2011 | | M | 3,550 | A \$ 0 ⁽¹⁾ | 30,450 ⁽²⁾ | D |
| Common stock | 02/22/2011 | | F | 1,144 | D \$ 50.47 | 29,306 | D |
| Common stock | 02/23/2011 | | M | 5,000 | A \$ 0 ⁽¹⁾ | 29,306 ⁽²⁾ | D |
| Common stock | 02/23/2011 | | F | 2,048 | D \$ 49.59 | 27,258 | D |

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

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- Since November 2010, all of the performance based RSUs held by the reporting person as to which the performance criteria have been satisfied have been reflected in Table I of the reporting person's Section 16 filings as directly owned shares and not as derivative securities. When the reporting person was originally awarded the RSUs as to which this filing is being made, they were reported as derivative securities in Table II and as a result this form is being filed to reflect the vesting and distribution of those shares (even though such RSUs have been reflected as directly owned shares (and not derivative securities) in the reporting person's filings since November 2010).
- (2)
- (3) One-third of the options granted vest on each of the third, fourth and fifth anniversaries of the grant date.

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.