

DITKOFF JAMES H
 Form 4
 February 25, 2010

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 *
DITKOFF JAMES H

2. Issuer Name and Ticker or Trading Symbol
DANAHER CORP /DE/ [DHR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
2099 PENNSYLVANIA AVENUE,
NW, 12TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP-Tax & Finance

WASHINGTON, DC 20006

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common stock | 02/23/2010 | | M | 2,500 A | \$ 0 ⁽¹⁾ 79,998 | D | |
| Common stock | 02/23/2010 | | F | 1,115 D | \$ 74.64 78,883 | D | |
| Common Stock | | | | | 1,956 ⁽²⁾ | I | By trust for benefit of grandchild |
| Common Stock | | | | | 1,955 ⁽²⁾ | I | By trust for benefit of grandchild |
| | | | | | 1,955 ⁽²⁾ | I | |

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| | | | | | | |
|--------------|--|----------------------|---|--|--|--|
| Common Stock | | | | | | By trust for benefit of grandchild |
| Common Stock | | 1,754 ⁽²⁾ | I | | | By trust for benefit of grandchild |
| Common Stock | | 1,422 ⁽²⁾ | I | | | By trust for benefit of grandchild |
| Common Stock | | 60,400 | I | | | By spouse |
| Common Stock | | 45,788 | I | | | 401(k) plan |
| Common Stock | | 2,617 | I | | | By GRAT dated September 25, 2005 with five year term |
| Common Stock | | 2,045 | I | | | By GRAT dated September 25, 2006 with five year term |

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.

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(9-02)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title |
| | | | | Code | V (A) (D) | | | |

