Edgar Filing: DANAHER CORP /DE/ - Form 4

DANAHER CORP /DE/								
Form 4								
May 16, 2007								
FORM 4				~~~	~~~~~~~~~~		PPROVAL	
UNITED	STATES SH	ECURITIES A Washington			COMMISSION	N OMB Number:	3235-0287	
Check this box if no longer						Expires:	January 31,	
subject to STATEN	MENT OF C			ICIAL OV	WNERSHIP OF	Estimated	2005 average	
Section 16.		SECUF	RITIES			burden hou	-	
Form 4 or Form 5 Filed pur			a .	1		response	. 0.5	
chlications Flieu pul					nge Act of 1934,	~ ~		
may continue.			•	• •	of 1935 or Section	on		
See Instruction	50(II) 0I	the Investment	Compan	ly Act of 1	940			
1(b).								
(Print or Type Responses)								
1. Name and Address of Reporting LUTZ ROBERT S	Sy	2. Issuer Name and Ticker or Trading Symbol DANAHER CORP /DE/ [DHR]		-	5. Relationship of Reporting Person(s) to Issuer			
					(Che	eck all applicabl	e)	
(Last) (First) (N		Date of Earliest T	ransaction		Director	100	% Owner	
		Month/Day/Year))5/15/2007			X Officer (give title Other (specify			
NW, 12TH FLOOR	21(02, 03	03/13/2007			below) below) VP-Chief Accounting Officer			
(Street)	4.	4. If Amendment, Date Original		6. Individual or Joint/Group Filing(Check				
	Filed(Month/Day/Year)			Applicable Line)				
					X Form filed by Form filed by			
WASHINGTON, DC 20006					Person			
(City) (State)	(Zip)	Table I - Non-I	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dat any (Month/Day/Y	Code Year) (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

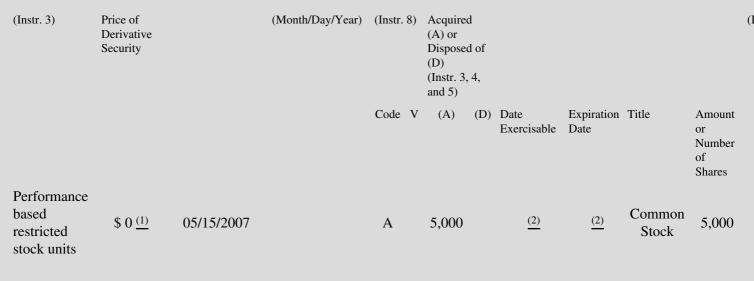
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

Edgar Filing: DANAHER CORP /DE/ - Form 4



Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
LUTZ ROBERT S 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006			VP-Chief Accounting Officer		
Signatures					

James F. O'Reilly, attorney-in-fact for Robert S. Lutz

**Signature of Reporting Person

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 the right to receive one share of Company common stock.

On February 23, 2006, the Compensation Committee of the Company's Board of Directors awarded the reporting person 5,000 performance based restricted stock units. Pursuant to the time-based vesting criteria applicable to these awards, 50% of these restricted stock units vest (with the underlying shares delivered to the reporting person) upon each of the fourth and fifth anniversaries of the grant

05/16/2007

Date

(2) date. The reporting person does not vest in any of the restricted stock units, however, unless the performance criteria applicable to the award have been satisfied. This Form 4 is being filed in connection with the determination by the Compensation Committee 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.