

DANAHER CORP /DE/
Form 424B7
May 08, 2009
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Filed Pursuant to Rule 424(b)(7)

Registration No. 333-159060

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (2)
Common Stock, par value \$0.01	777,200 shares	\$58.60	\$45,543,920	\$2,542

(1) Based on the average of the high and low sales price on May 1, 2009 on the New York Stock Exchange pursuant to Rule 457(c) under the Securities Act of 1933, as amended.

(2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.

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PROSPECTUS SUPPLEMENT

(To prospectus dated May 8, 2009)

DANAHER CORPORATION

777,200 Shares

Common Stock

This prospectus supplement relates to the offer and sale of an aggregate of 777,200 shares of common stock of Danaher Corporation by the selling stockholder described under the heading Selling Stockholder. The selling stockholder will obtain these shares of common stock on January 2, 2010 in connection with the vesting of certain restricted stock units granted to him by Danaher in 2003 (assuming the remaining vesting requirements applicable to the restricted stock units are satisfied).

Our common stock is quoted on the New York Stock Exchange (NYSE) under the symbol DHR. The last reported sales price of our common stock as reported on the NYSE on May 6, 2009 was \$62.15 per share.

We will not receive any proceeds from the sale by the selling stockholder of shares of our common stock.

The selling stockholder described in this prospectus supplement may offer the shares from time to time through public or private transactions at market prices prevailing at the time of sale, at a fixed or fixed prices, at negotiated prices, at various prices determined at the time of sale or at prices related to prevailing market prices. The timing and amount of any sale are within the sole discretion of the selling stockholder, subject to certain restrictions.

Investment in our common stock involves risks. See Risk Factors beginning on page 15 of our Annual Report on Form 10-K for the year ended December 31, 2008 and the other documents incorporated by reference in this prospectus supplement and the accompanying prospectus for a discussion of risks you should carefully consider before deciding to invest in our common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is May 8, 2009.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the offering of the common stock by the selling stockholder and other matters relating to us and our financial condition. The second part is the accompanying prospectus, which gives more general information about securities we or a selling stockholder may offer from time to time, some of which does not apply to the common stock the selling stockholder is offering. To the extent that information in this prospectus supplement is inconsistent with information in the accompanying prospectus, the information in this prospectus supplement replaces the information in the accompanying prospectus and you should rely on the information in this prospectus supplement.

Except as the context otherwise requires, or as otherwise specified or used in this prospectus supplement or the accompanying prospectus, the terms we, our, us, the Company, and Danaher refer to Danaher Corporation and its subsidiaries.

The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in certain jurisdictions may be restricted by law. Persons who come into possession of this prospectus supplement and the accompanying prospectus should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

You should not consider any information in this prospectus supplement or the accompanying prospectus to be investment, legal or tax advice. You should consult your own counsel, accountant and other advisors for legal, tax, business, financial and related advice regarding the purchase of the notes. We are not making any representation to you regarding the legality of an investment in the common stock by you under applicable investment or similar laws.

You should read and consider all information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus before making your investment decision.

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FORWARD-LOOKING INFORMATION

Certain information included or incorporated by reference in this prospectus supplement or the accompanying prospectus or in our communications and discussions through webcasts, conference calls and other presentations may be deemed to be forward-looking statements within the meaning of the federal securities laws. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including statements regarding: projections of revenue, profit, profit margins, expenses and cost-reduction activities, our effective tax rate, our tax provisions and changes to our tax provisions, tax audits, cash flows, liquidity position, pension and benefit obligations and funding requirements, our liquidity position or other financial measures; plans, strategies and objectives of management for future operations, including statements relating to anticipated operating performance, new product and service developments, purchase commitments, potential acquisitions and synergies, potential offerings of securities, our stock repurchase program and executive compensation; growth and other trends in markets we sell into; economic conditions and the anticipated duration of the current economic downturn; the impact of adopting new accounting pronouncements; the outcome of outstanding claims, legal proceedings or other contingent liabilities; planned restructuring activities, including estimates of the scope, timing and cost of such activities; assumptions underlying any of the foregoing; and any other statements that address activities, events or developments that Danaher intends, expects, projects, believes or anticipates will or may occur in the future. Forward-looking statements may be characterized by terminology such as believe, anticipate, should, would, intend, plan, expects, estimates, projects, positioned, strategy and similar expressions. These statements are based on assumptions and assessments made by our management in light of their experience and perception of historical trends, current conditions, expected future developments and other factors they believe to be appropriate. These forward-looking statements are subject to a number of risks and uncertainties, including but not limited to the following:

Deteriorating general economic conditions and uncertainties in the global financial markets may adversely affect our operating results and financial condition.

We face intense competition and if we are unable to compete effectively, we may face decreased demand or price reductions for our products.

Our growth depends in part on the timely development and commercialization, and customer acceptance, of new products and product enhancements based on technological innovation.

Our revenues could decline further if the markets into which we sell our products continue to decline or do not grow as anticipated.

Our acquisition of businesses could negatively impact our profitability and return on invested capital.

Any inability to consummate acquisitions at our prior rate could negatively impact our growth rate.

The indemnification provisions of acquisition agreements by which we have acquired companies may not fully protect us and may result in unexpected liabilities.

Contingent liabilities from businesses that we have sold could adversely affect our results of operations and financial condition.

Our indebtedness may limit our operations and our use of our cash flow.

We may be required to recognize impairment charges for our long-lived assets.

Foreign currency exchange rates may adversely affect our results of operations and financial condition.

If we do not or cannot adequately protect our intellectual property, or if third parties infringe our intellectual property rights, we may suffer competitive injury or expend significant resources enforcing our rights.

Third parties may claim that we are infringing or misappropriating their intellectual property rights and we could suffer significant litigation expenses, losses or licensing expenses or be prevented from selling products or services.

We are subject to a variety of litigation in the course of our business that could adversely affect our results of operations and financial condition.

Our operations expose us to the risk of environmental liabilities, costs, litigation and violations that could adversely affect our financial condition, results of operations and reputation.

Our businesses are subject to extensive regulation; failure to comply with those regulations could adversely affect our results of operations, financial condition and reputation.

Our reputation and our ability to do business may be impaired by improper conduct by any of our employees, agents or business partners.

Changes in our tax rates or exposure to additional income tax liabilities could affect our profitability. In addition, audits by tax authorities could result in additional tax payments for prior periods.

Our defined benefit pension plans are subject to financial market risks that could adversely affect our results of operations and cash flows.

We have experienced and may continue to experience higher costs to produce our products as a result of rising prices for commodities.

If we cannot adjust our purchases of materials, components and equipment required for our manufacturing activities to reflect changing market conditions or customer demand, our income and results of operations may suffer.

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If we cannot adjust our manufacturing capacity to reflect the demand for our products, our income and results of operations may suffer.

Changes in governmental regulations may reduce demand for our products or increase our expenses.

Work stoppages, union and works council campaigns, labor disputes and other matters associated with our labor force could adversely impact our results of operations and cause us to incur incremental costs.

Adverse changes in our relationships with, or the financial condition or performance of, key distributors, resellers and other channel partners could adversely affect our results of operations.

The inability to hire, train and retain a sufficient number of qualified officers and other employees could impede our ability to compete successfully.

International economic, political, legal and business factors could negatively affect our results of operations, cash flows and financial condition.

Cyclical economic conditions have affected and may continue to adversely affect our financial condition and results of operations.

If we suffer loss to our facilities, distribution systems or information technology systems due to catastrophe, our operations could be seriously harmed.

Any such forward-looking statements are not guarantees of future performance and actual results, developments and business decisions may differ materially from those envisaged by such forward-looking statements. Forward-looking statements speak only as of the date of the document, webcast, call or presentation in which they are made. We do not assume any obligation to update any forward-looking statement. See Part I Item 1A of Danaher's Annual Report on Form 10-K for the year ended December 31, 2008, for a further discussion regarding some of the reasons that actual results may be materially different from those that we anticipate.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC under the Securities Exchange Act. You may read and copy all or any portion of this information at the SEC's Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the operation of its Public Reference Room. Our SEC filings are also available at the offices of the New York Stock Exchange, 20 Broad Street, New York, NY 10005.

The SEC also maintains a web site that contains reports, proxy and information statements and other information about issuers, like Danaher, who file electronically with the SEC. The address of that site is www.sec.gov.

Our website address is www.danaher.com. This reference to our website is intended to be an inactive textual reference only. Our website and the information contained in or linked to our website are not incorporated by reference into this prospectus.

This prospectus supplement and the accompanying prospectus are part of the registration statement and does not contain all of the information included in the registration statement. Whenever a reference is made in this prospectus supplement or the accompanying prospectus to any contract or other document of Danaher, the reference may not be complete and you should refer to the exhibits that are a part of the registration statement for a copy of the contract or document.

The SEC allows us to incorporate by reference information into this prospectus supplement and the accompanying prospectus, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus supplement and the accompanying prospectus, except for any information that is superseded by subsequent incorporated documents or by information that is contained directly in accompanying prospectus or this prospectus supplement. This prospectus supplement and the accompanying prospectus incorporate by reference the documents set forth below that Danaher has previously filed with the SEC and that are not delivered with this prospectus supplement or the accompanying prospectus. These documents contain important information about Danaher and its financial condition.

Danaher SEC Filings (File No. 1-08089)	Period
Annual Report on Form 10-K	Fiscal year ended December 31, 2008
Quarterly Report on Form 10-Q	Quarterly period ended April 3, 2009
Current Reports on Form 8-K	Filed on March 3, March 6 and May 5, 2009
The description of Danaher common stock as set forth in its Registration Statement on Form 8-B, including all amendments and reports filed for the purpose of updating such description	Filed on November 3, 1986
All documents filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act (excluding any information furnished under Items 2.02, 7.01 or 8.01 in any Current Report on Form 8-K) on or after the date of this prospectus supplement and the accompanying prospectus and before the termination of the offering of securities under this prospectus shall also be deemed to be incorporated herein by reference. Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus supplement and the accompanying prospectus or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this prospectus supplement and the accompanying prospectus modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement and the accompanying prospectus.	

To obtain a copy of these filings at no cost, you may write or telephone us at:

Danaher Corporation

2099 Pennsylvania Avenue, N.W., 12th Floor

Washington, D.C. 20006-1813

Attention: Investor Relations

(202) 828-0850

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Exhibits to the filings will not be sent, however, unless those exhibits have specifically been incorporated by reference into such document.

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THE OFFERING

Selling Stockholder	H. Lawrence Culp, Jr., Danaher's President and Chief Executive Officer (including any of such person's donees, pledgees, transferees and other successors in interest).
Common Stock Offered by Selling Stockholder	777,200 shares of Danaher common stock, from time to time (the Shares).
Summary of the Underlying Transaction	On May 6, 2003, Danaher's shareholders approved a Share Award Agreement dated March 26, 2003 pursuant to which Danaher agreed to issue the Shares to the selling stockholder on January 2, 2010 if (1) he remains Danaher's Chief Executive Officer as of December 1, 2009, and (2) Danaher achieved specified performance criteria (Danaher's Compensation Committee has subsequently certified that the performance criteria have been satisfied, leaving only the time-based vesting condition to be satisfied). If Danaher undergoes a change-of-control before December 1, 2009 while the selling stockholder is still employed with Danaher, he will receive all of the Shares upon the change-of-control. If Danaher terminates the selling stockholder's employment for disability or if he dies before December 1, 2009, in either case he will receive a portion of the Shares equal to 129,532 times the number of whole years elapsed between March 26, 2003 and the date of termination.
Use of Proceeds	Danaher will not receive any proceeds from the sale of the Shares offered under this prospectus supplement and the accompanying prospectus.
New York Stock Exchange Symbol	DHR
Risk Factors	See "Risk Factors" in Danaher's Annual Report on Form 10-K for the year ended December 31, 2008 and the other documents incorporated by reference in this prospectus supplement and the accompanying prospectus for a discussion of risks you should carefully consider before deciding to invest in Danaher's common stock.

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We will incur expenses relating to registering the common stock, but we will not receive any of the proceeds of the sale by the selling stockholder of the Shares covered by this prospectus supplement and the accompanying prospectus. The selling stockholder will receive all of the net proceeds for sales of the Shares offered by this prospectus supplement and the accompanying prospectus.

SELLING STOCKHOLDER

The following table sets forth the aggregate number of shares of Danaher common stock beneficially owned by the selling stockholder as of May 5, 2009 and the number of Shares that the selling stockholder may offer and sell pursuant to this prospectus. The selling stockholder has served as President and Chief Executive Officer of Danaher since 2001. The selling stockholder will obtain the Shares on January 2, 2010 in connection with the vesting of certain restricted stock units that Danaher granted to him in 2003 (assuming the selling stockholder satisfies the remaining vesting requirements applicable to the restricted stock units by remaining Danaher's Chief Executive Officer through December 1, 2009).

Because the selling stockholder may sell all or a portion of the Shares and may buy or sell other shares of Danaher common stock after the date hereof, no estimate can be made of the number of shares of common stock that the selling stockholder may retain upon the completion of the offering. The registration of the Shares for resale does not necessarily mean that the selling stockholder will sell any of the Shares. However, for purposes of this table, we have assumed that, after completion of the offering, none of the Shares covered by this prospectus supplement will be held by the selling stockholder.

Information about other or additional selling stockholders will be set forth in prospectus supplements or post-effective amendments, as and if required. Information about the selling stockholder may change from time to time. Any changed information with respect to which we are given notice will be set forth in prospectus supplements.

SELLING STOCKHOLDER	SHARES BENEFICIALLY OWNED PRIOR TO THE OFFERING (1)	SHARES WHICH MAY BE SOLD PURSUANT TO THIS PROSPECTUS SUPPLEMENT (2)	SHARES BENEFICIALLY OWNED AFTER THE OFFERING (3)
H. Lawrence Culp, Jr.	3,239,303	777,200	3,239,303

- (1) The beneficial ownership of Danaher common stock by the selling stockholder set forth in the table is determined as of May 5, 2009 in accordance with Rule 13d-3 under the Securities Exchange Act of 1934. Includes options to acquire 2,590,000 shares held directly by the selling stockholder and options to acquire 480,000 shares held by a limited liability company (the members of which are the selling stockholder and a grantor retained annuity trust of which the selling stockholder is sole trustee), 1,830 shares attributable to the selling stockholder's 401(k) account and 149,473 shares attributable to the selling stockholder's account under Danaher's Executive Deferred Incentive Program. Does not include the 777,200 Shares offered pursuant to this prospectus supplement since the selling stockholder is not deemed to beneficially own such shares as of May 5, 2009.
- (2) The registration statement of which this prospectus supplement forms a part also shall cover any additional shares of Danaher common stock which become issuable in connection with the Shares by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of Danaher common stock.
- (3) Assumes the selling stockholder will sell all of the Shares being registered by this prospectus supplement and does not acquire or dispose of beneficial ownership of any shares of Danaher common stock after May 5, 2009. Amount represents beneficial ownership of less than one percent of Danaher's outstanding shares of common stock.

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PLAN OF DISTRIBUTION

Danaher is registering the Shares on behalf of the selling stockholder who may sell the Shares from time to time. The selling stockholder will act independently of Danaher in making decisions with respect to the timing, manner and size of each sale. The sales may be made on one or more exchanges or otherwise, at prices and at terms then prevailing or at prices related to the then current market price, or in negotiated transactions, and any sale may be made pursuant to a sales plan adopted under Rule 10b5-1(c) of the Exchange Act. The selling stockholder may effect such transactions by selling the Shares to or through broker-dealers. The Shares may be sold by one or more of, or a combination of, the following:

a block trade in which a broker-dealer will attempt to sell the Shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;

purchases by a broker-dealer as principal and resale by such broker-dealer for its account;

ordinary brokerage transactions and transactions in which the broker solicits purchasers;

privately negotiated transactions; and

any other method permitted pursuant to applicable law.

The selling stockholder may negotiate and pay broker-dealers or other persons commissions, discounts or concessions for their services. Broker-dealers or other persons engaged by the selling stockholder may allow other broker-dealers or other persons to participate in resales. However, the selling stockholder and any broker-dealers or such other persons involved in the sale or resale of the Shares may qualify as underwriters within the meaning of the Section 2(a)(11) of the Securities Act. In addition, the broker-dealers or their affiliates' commissions, discounts or concessions may qualify as underwriters' compensation under the Securities Act. If the selling stockholder qualifies as an underwriter, he will be subject to the prospectus delivery requirements of Section 5(b)(2) of the Securities Act.

In addition to selling the Shares under this prospectus, the selling stockholder may:

agree to indemnify any broker-dealer or agent against certain liabilities related to the selling of the Shares, including liabilities arising under the Securities Act;

transfer the Shares in other ways not involving market makers or established trading markets, including directly by gift, distribution, or other transfer; or

sell the Shares under Rule 144 of the Securities Act rather than under this prospectus, if the transaction meets the requirements of Rule 144.

The Shares may be sold only through registered or licensed brokers or dealers if required under applicable state securities laws. In addition, in certain states the Shares may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with.

Under applicable rules and regulations under the Exchange Act, any person engaged in the distribution of the Shares may not simultaneously engage in market making activities with respect to our common stock for a period of one business day prior to the commencement of such distribution. In addition, the selling stockholder will be subject to applicable provisions of the Exchange Act and the associated rules and regulations under the Exchange Act, including Regulation M, which provisions may limit the timing of purchases and sales of Shares by the selling stockholder. Danaher will make copies of this prospectus supplement available to the selling stockholder and has informed them of the

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need for delivery of copies of this prospectus supplement to purchasers at or prior to the time of any sale of the Shares.

Additional information related to the selling stockholder and the plan of distribution may be provided in one or more prospectus supplements.

Danaher will bear all costs, expenses and fees in connection with the registration of the Shares. The selling stockholder will bear all commissions and discounts, if any, attributable to the sales of the Shares.

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LEGAL MATTERS

James F. O'Reilly, Danaher's Associate General Counsel and Secretary, will pass upon the validity of the Shares offered hereby. Mr. O'Reilly is paid a salary by Danaher, is a participant in various employee benefit plans and incentive plans offered by us and owns or has rights to acquire an aggregate of less than 0.01% of Danaher's common stock.

EXPERTS

Ernst & Young LLP, independent registered public accounting firm, has audited our consolidated financial statements and schedules included in our Annual Report on Form 10-K for the year ended December 31, 2008, and the effectiveness of our internal control over financial reporting as of December 31, 2008, as set forth in their reports, which are incorporated by reference in this prospectus supplement. Our financial statements and schedule are incorporated by reference in reliance on Ernst & Young LLP's reports, given on their authority as experts in accounting and auditing.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission, which we refer to as the SEC, using a shelf registration process. Under this shelf registration process, we and/or selling securityholders may offer and sell any combination of the securities described in this prospectus in one or more offerings from time to time. This prospectus provides you with a general description of the securities we and/or selling securityholders may offer. Each time we or any selling securityholder uses this prospectus to offer securities, we will provide a prospectus supplement and/or free writing prospectus that will describe the specific type, amount, price and other material terms of the securities being offered at that time. The prospectus supplement and/or any applicable free writing prospectus may also add, update or change the information in this prospectus. You should read this prospectus, any prospectus supplement and any free writing prospectus or other offering material that we authorize, together with the information contained in the documents referred to under the heading "Where You Can Find More Information."

When acquiring any securities discussed in this prospectus, you should rely only on the information contained or incorporated by reference in this prospectus, any prospectus supplement or any free writing prospectus that we file with the Securities and Exchange Commission. We have not authorized anyone to provide you with different information. We are not offering the securities in any jurisdiction in which an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make an offer or solicitation.

You should not assume that the information in this prospectus, any prospectus supplement, any free writing prospectus or other offering material that we authorize or any document incorporated by reference, is truthful or complete at any date other than the date mentioned on the cover page of those documents.

Unless otherwise indicated or unless the context requires otherwise, when used in this prospectus, the terms "DanaHER," "we," "our" and "us" refer to DanaHER Corporation and its consolidated subsidiaries.

FORWARD-LOOKING INFORMATION

Certain information included or incorporated by reference in this prospectus, any applicable prospectus supplement or in our communications and discussions through webcasts, conference calls and other presentations, may be deemed to be "forward-looking statements" within the meaning of the federal securities laws. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including statements regarding: projections of revenue, profit, profit margins, expenses and cost-reduction activities, our effective tax rate, our tax provisions and changes to our tax provisions, tax audits, cash flows, liquidity position, pension and benefit obligations and funding requirements, our liquidity position or other financial measures; plans, strategies and objectives of management for future operations, including statements relating to anticipated operating performance, new product and service developments, purchase commitments, potential acquisitions and synergies, potential offerings of securities, our stock repurchase program and executive compensation; growth and other trends in markets we sell into; economic conditions and the anticipated duration of the current economic downturn; the impact of adopting new accounting pronouncements; the outcome of outstanding claims, legal proceedings or other contingent liabilities; planned restructuring activities, including estimates of the scope, timing and cost of such activities; assumptions underlying any of the foregoing; and any other statements that address activities, events or developments that DanaHER intends, expects, projects, believes or anticipates will or may occur in the future. Forward-looking statements may be characterized by terminology such as "believe," "anticipate," "should," "would," "intend," "plan," "expects," "estimates," "projects," "positioned," "strategy" and similar expressions. These statements are based on assumptions and assessments made by our management in light of their experience and perception of historical trends, current conditions, expected future developments and other factors they believe to be appropriate. These forward-looking statements are subject to a number of risks and uncertainties, including but not limited to the following:

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Our businesses are subject to extensive regulation; failure to comply with those regulations could adversely affect our results of operations, financial condition and reputation.

Our reputation and our ability to do business may be impaired by improper conduct by any of our employees, agents or business partners.

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If we cannot adjust our manufacturing capacity to reflect the demand for our products, our income and results of operations may suffer.

Changes in governmental regulations may reduce demand for our products or increase our expenses.

Work stoppages, union and works council campaigns, labor disputes and other matters associated with our labor force could adversely impact our results of operations and cause us to incur incremental costs.

Adverse changes in our relationships with, or the financial condition or performance of, key distributors, resellers and other channel partners could adversely affect our results of operations.

The inability to hire, train and retain a sufficient number of qualified officers and other employees could impede our ability to compete successfully.

International economic, political, legal and business factors could negatively affect our results of operations, cash flows and financial condition.

Cyclical economic conditions have affected and may continue to adversely affect our financial condition and results of operations.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC under the Securities Exchange Act. You may read and copy all or any portion of this information at the SEC's Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the operation of its Public Reference Room. Our SEC filings are also available at the offices of the New York Stock Exchange, 20 Broad Street, New York, NY 10005.

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The SEC also maintains a web site that contains reports, proxy and information statements and other information about issuers, like Danaher, who file electronically with the SEC. The address of that site is www.sec.gov.

Our website address is www.danaher.com. This reference to our website is intended to be an inactive textual reference only. Our website and the information contained in or linked to our website are not incorporated by reference into this prospectus.

This prospectus is part of the registration statement and does not contain all of the information included in the registration statement. Whenever a reference is made in this prospectus to any contract or other document of Danaher, the reference may not be complete and you should refer to the exhibits that are a part of the registration statement for a copy of the contract or document.

The SEC allows us to incorporate by reference information into this prospectus, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus, except for any information that is superseded by subsequent incorporated documents or by information that is contained directly in this prospectus or any prospectus supplement. This prospectus incorporates by reference the documents set forth below that Danaher has previously filed with the SEC and that are not delivered with this prospectus. These documents contain important information about Danaher and its financial condition.

Danaher SEC Filings (File No. 1-08089)	Period
Annual Report on Form 10-K	Fiscal year ended December 31, 2008
Quarterly Report on Form 10-Q	Quarterly period ended April 3, 2009
Current Reports on Form 8-K	Filed on March 3, March 6 and May 5, 2009
The description of Danaher common stock as set forth in its Registration Statement on Form 8-B, including all amendments and reports filed for the purpose of updating such description	Filed on November 3, 1986

All documents filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act (excluding any information furnished under Items 2.02, 7.01 or 8.01 in any Current Report on Form 8-K) on or after the date of this prospectus and before the termination of the offering of securities under this prospectus shall also be deemed to be incorporated herein by reference. Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this prospectus modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

To obtain a copy of these filings at no cost, you may write or telephone us at:

Danaher Corporation
 2099 Pennsylvania Avenue, N.W., 12th Floor
 Washington, D.C. 20006-1813
 Attention: Investor Relations
 (202) 828-0850

Exhibits to the filings will not be sent, however, unless those exhibits have specifically been incorporated by reference into such document.

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DANAHER CORPORATION

Danaher Corporation derives its sales from the design, manufacture and marketing of professional, medical, industrial, commercial and consumer products, which are typically characterized by strong brand names, proprietary technology and major market positions. Danaher's business consists of four segments: Professional Instrumentation, Medical Technologies, Industrial Technologies, and Tools & Components.

Danaher Corporation was incorporated in the State of Delaware in 1986, and our principal executive offices are located at 2099 Pennsylvania Avenue, N.W., 12th Floor, Washington, D.C. 20006- 1813. Our telephone number is (202) 828-0850.

For additional information concerning Danaher, please see our most recent Annual Report on Form 10-K and our other filings with the SEC, which are incorporated by reference into this document. See [Where You Can Find More Information](#).

Table of Contents**USE OF PROCEEDS**

Unless we inform you otherwise in a prospectus supplement or free writing prospectus, we expect to use the net proceeds from the sale of securities for general corporate purposes. These purposes may include, but are not limited to:

reduction or refinancing of debt or other corporate obligations;

acquisitions;

capital expenditures;

share repurchases and dividends; and

working capital.

Pending any specific application, we may initially invest funds in short- term marketable securities or apply them to the reduction of short-term indebtedness. We will not receive any of the proceeds from the sale of securities covered by this prospectus that are sold by the selling securityholders.

RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratio of earnings to fixed charges for each of the periods indicated.

	Fiscal Year Ended December 31					Quarter ended April 3, 2009
	2004	2005	2006	2007	2008	
Ratio of Earnings to Fixed Charges	17.3x	23.0x	16.6x	14.1x	13.4x	12.8x

The ratio of earnings to fixed charges was computed by dividing earnings by fixed charges for the periods indicated, where earnings consist of (1) earnings from continuing operations before income taxes; plus (2) fixed charges, and fixed charges consist of (A) interest, whether expensed or capitalized, on all indebtedness, (B) amortization of premiums, discounts and capitalized expenses related to indebtedness, and (C) an interest component representing the estimated portion of rental expense that management believes is attributable to interest. Interest on FIN 48 liabilities is included in the tax provision in our consolidated condensed statement of earnings and is excluded from the computation of fixed charges.

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DESCRIPTION OF DEBT SECURITIES

This section describes the general terms and provisions of the debt securities that we may issue separately, upon exercise of a debt warrant, in connection with a purchase contract or as part of a unit from time to time in the form of one or more series of debt securities. The applicable prospectus supplement and/or free writing prospectus will describe the specific terms of the debt securities offered through that prospectus supplement as well as any general terms described in this section that will not apply to those debt securities. As used in this prospectus, "debt securities" means the senior and subordinated debentures, notes, bonds and other evidences of indebtedness that we issue and a trustee authenticates and delivers under the applicable indenture. As used in this Description of Debt Securities, the terms "Danaher," "we," "our" and "us" refer to Danaher Corporation and do not, unless the context otherwise indicates, include our subsidiaries.

Senior debt securities will be issued under an indenture dated December 11, 2007 between Danaher and The Bank of New York Mellon Trust Company, N.A., as trustee, that has been filed as an exhibit to the registration statement of which this prospectus is a part and is incorporated by reference into this prospectus, subject to such amendments or supplemental indentures as are adopted, from time to time, including the supplemental indenture dated as of December 11, 2007 and the supplemental indenture dated as of March 5, 2009. This indenture is referred to as the "senior indenture." Subordinated debt securities will be issued under a separate indenture to be entered into by us and a trustee or trustees identified in the prospectus supplement, the form of which is included as an exhibit to the registration statement of which this prospectus is a part and is incorporated by reference into this prospectus. This indenture is referred to as the "subordinated indenture." We refer to the indentures described above as the "indentures" or the "indenture," as applicable. The following summaries of certain provisions of the indentures and the debt securities are not complete and the summaries are subject to the detailed provisions of the applicable indenture. You should refer to the applicable indenture for more specific information. In addition, you should consult the applicable prospectus supplement and/or free writing prospectus for particular terms of our debt securities.

The indentures will not limit the aggregate principal amount of debt securities that we may issue, and will permit us to issue securities from time to time in one or more series. The general provisions of the indentures do not contain any provisions that would limit our ability to incur indebtedness or that would afford holders of debt securities protection in the event of a highly leveraged or similar transaction involving us. However, the senior indenture does restrict us and our subsidiaries from granting certain security interests on certain of our or their property or assets unless the senior debt securities are equally secured. See "Covenants in the Senior Indenture" below.

The debt securities will be unsecured obligations of Danaher. We currently conduct substantially all of our operations through subsidiaries, and the holders of debt securities (whether senior or subordinated debt securities) will be effectively subordinated to the creditors of our subsidiaries. This means that creditors of our subsidiaries will have a claim to the assets of our subsidiaries that is superior to the claim of our creditors, including holders of our debt securities.

The applicable prospectus supplement and/or free writing prospectus will describe the following terms of any series of debt securities that we may offer:

the title and type of the debt securities;

whether the debt securities will be senior or subordinated debt securities, and, with respect to debt securities issued under the subordinated indenture, as applicable, that the subordination provisions of the indenture shall apply to the securities of that series or that any different subordination provisions, including different definitions of the terms "senior indebtedness" or "existing subordinated indebtedness," shall apply to securities of that series;

any limit on the aggregate principal amount of the debt securities;

the person who will receive interest payments on any debt securities if other than the registered holder;

the price or prices at which we will sell the debt securities;

