### LICO JAMES A

Form 4

November 12, 2009

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Form 4 or

Estimated average burden hours per response...

Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* LICO JAMES A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Zip)

DANAHER CORP /DE/ [DHR]

(Check all applicable)

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

Director

10% Owner

2099 PENNSYLVANIA AVENUE,

\_X\_\_ Officer (give title below)

Other (specify

NW, 12TH FLOOR

(Street)

(State)

11/09/2009

(Month/Day/Year)

**Executive Vice President** 6. Individual or Joint/Group Filing(Check

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

Applicable Line)

\_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

WASHINGTON, DC 20006

Table I - Non-	Derivat	ive Sec	urities	Acqui	red, Disp	posed of,	or Beneficial	ly Owned
						_		

						•	, <b>1</b>		•
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. Securition Dispose (Instr. 3, 4	ed of (		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	11/09/2009		M	8,000	A	\$ 22.925	16,962	D	
Common Stock	11/09/2009		M	20,000	A	\$ 30.46	36,962	D	
Common Stock	11/09/2009		S	8,000	D	\$ 72.475 (1)	28,962	D	
Common Stock	11/09/2009		S	20,000	D	\$ 72.365 (2)	8,962	D	
	11/09/2009		S	8,962	D		0	D	

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Common Stock					\$ 72.396 (3)			
Common Stock	11/10/2009	M	25,000	A	\$ 30.635	25,000	D	
Common Stock	11/10/2009	M	12,400	A	\$ 34.156	37,400	D	
Common Stock	11/10/2009	S	25,000	D	\$ 72.687 (4)	12,400	D	
Common Stock	11/10/2009	S	12,400	D	\$ 72.731 (5)	0	D	
Common Stock						4,936	I	By 401(k)

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day.	Pate	7. Title and a Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 22.925	11/09/2009		M	8,000	<u>(6)</u>	09/21/2011	Common Stock	8,000
Employee stock option (right to buy)	\$ 30.46	11/09/2009		M	20,000	<u>(7)</u>	07/16/2012	Common Stock	20,000
<b>,</b>	\$ 30.635	11/10/2009		M	25,000	(8)	12/03/2012		25,000

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Employee stock option (right to buy)							Common Stock	
Employee stock option (right to buy)	\$ 34.156	11/10/2009	М	12,400	<u>(9)</u>	12/05/2010	Common Stock	12,400

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Funder Frances	Director	10% Owner	Officer	Other			
LICO JAMES A 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006			Executive Vice President				

## **Signatures**

James F. O'Reilly, attorney-in-fact for James
A. Lico

11/10/2009

\*\*Signature of Reporting Person Date

# **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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.35 to 72.58, inclusive. The reporting person undertakes to provide to Danaher Corporation, any securityholder of Danaher Corporation, or
- the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnotes to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.31 to 72.42, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.36 to 72.43, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.66 to 72.74, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.72 to 72.79, inclusive.
- (6) Twenty percent of the stock options became exercisable on each of the first five anniversaries of the grant date, which was September 21, 2001.
- (7) Twenty percent of the stock options became exercisable on each of the first five anniversaries of the grant date, which was July 16, 2002.
- (8) Fifty percent of the stock options became exercisable on each of December 3, 2006 and December 3, 2007.
- (9) Twenty percent of the stock options became exercisable on each of the first five anniversaries of the grant date, which was December 5, 2000

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

Reporting Owners 3

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