

LICO JAMES A
Form 4
November 12, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
LICO JAMES A

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)
11/09/2009

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive Vice President

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/09/2009		M		8,000 A \$ 22.925	D	
Common Stock	11/09/2009		M		20,000 A \$ 30.46	D	
Common Stock	11/09/2009		S		8,000 D 72.475 (1)	D	
Common Stock	11/09/2009		S		20,000 D 72.365 (2)	D	
	11/09/2009		S		8,962 D 0	D	

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Common Stock						\$ 72.396 <u>(3)</u>				
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 <u>(4)</u>	12,400		D	
Common Stock	11/10/2009		S	12,400	D	\$ 72.731 <u>(5)</u>	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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(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	
				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
	\$ 30.635	11/10/2009		M	25,000	<u>(8)</u>	12/03/2012		25,000

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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).

- (1) 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.

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