

DANAHER CORP /DE/  
Form 5  
February 13, 2009

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**RALES MITCHELL P**  
  
(Last) (First) (Middle)

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

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

**2099 PENNSYLVANIA AVENUE,  
NW, 12TH FLOOR**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of Exec. Committee

**WASHINGTON, DC 20006**  
  
(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount or (D) Price			
Common Stock, par value \$.01 per share	04/30/2008	^	G	1,000,000 D \$ 0	7,255,212	D	^
Common Stock, par value \$.01 per	06/11/2008	^	G <sup>(1)</sup>	12,555 D \$ 0	7,242,657	D	^

share										
Common Stock, par value \$0.01 per share	06/11/2008	Â	G <sup>(1)</sup>	12,555	A	\$ 0	12,555	I		By spouse
Common Stock, par value \$0.01 per share	10/17/2008	Â	G	1,000,000	D	\$ 0	6,242,657	D		Â
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	64,690	I		By 401(k) Plan
Common Stock, par value \$0.01 per share	Â	Â	Â	Â	Â	Â	22,000,000	I		Through single-member LLCs

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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**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)	8. Price of Derivative Security (Instr. 5)	9. of D Se O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

