DANAHER CORP /DE/

Form 5

Common Stock, par

value

\$.01 per share

Stock, par value \$.01 per

Â

Â

04/30/2008

Common 06/11/2008

G

 $G^{(1)}$

1,000,000

12,555

D

D

\$0

\$0

7,255,212

7,242,657

D

D

February 13, 2009

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer RALES MITCHELL P Symbol DANAHER CORP /DE/ [DHR] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) _X_ Director 10% Owner _X__ Officer (give title Other (specify 12/31/2008 below) below) 2099 PENNSYLVANIA AVENUE, Chairman of Exec. Committee NW. 12TH FLOOR (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) WASHINGTON, DCÂ 20006 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Indirect Beneficial Security (Month/Day/Year) Execution Date, if Transaction or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Ownership (Month/Day/Year) (Instr. 8) Owned at end Direct (D) (Instr. 4) of Issuer's or Indirect Fiscal Year (I) (A) (Instr. 3 and (Instr. 4) or Price Amount (D)

Â

Â

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share										
Common Stock, par value \$.01 per share	06/11/2008	Â	G <u>(1)</u>	12,555	A	\$0	12,555	I	By spouse	
Common Stock, par value \$.01 per share	10/17/2008	Â	G	1,000,000	D	\$0	6,242,657	D	Â	
Common Stock, par value \$.01 per share	Â	Â	Â	Â	Â	Â	64,690	I	By 401(k) Plan	
Common Stock, par value \$.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.							SEC 2270 (9-02)			

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.	6. Date Exerc	cisable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amoun	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securit	ies	(Instr. 5)	
	Derivative				Securities			(Instr. 3	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date Exercisable	Expiration Date	Title No	Number	
					(A) (D)				Shares	
					(II) (D)				Jimes	

E:

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reporting Owners 2

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RALES MITCHELL P
2099 PENNSYLVANIA AVENUE, NW
12TH FLOOR

A Â Â Chairman of Exec. Committee Â
WASHINGTON, DCÂ 20006

Signatures

/s/ Mitchell P. 02/13/2009

**Signature of Date
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) The reporting person disclaims beneficial ownership of the shares held by his spouse, and this report should not be deemed an admission that the reporting person is the beneficial owner of his spouse's shares for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Signatures 3