

DANAHER CORP /DE/

Form 5

February 03, 2017

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
LUTZ ROBERT S

(Last) (First) (Middle)

2200 PENNSYLVANIA AVENUE,
NW,Â SUITE 800W

(Street)

WASHINGTON,Â DCÂ 20037

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
DANAHER CORP /DE/ [DHR]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20164. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

SVP-Chief Accounting Officer

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) (A) or Amount (D) Price	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)
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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)				Expiration Date	Title	Amount or Number of Shares
					(A)	(D)	Date Exercisable				
Executive Deferred Incentive Program - Danaher Stock Fund ⁽¹⁾	\$ 0 ⁽²⁾	01/29/2016	Â	A	23.647	Â	Â ⁽³⁾	Â ⁽³⁾		Common Stock	23.647
Executive Deferred Incentive Program - Danaher Stock Fund ⁽¹⁾	\$ 0 ⁽²⁾	04/29/2016	Â	A	27.145	Â	Â ⁽³⁾	Â ⁽³⁾		Common Stock	27.145
Executive Deferred Incentive Program - Danaher Stock Fund ⁽¹⁾	\$ 0 ⁽²⁾	07/29/2016	Â	A	24.488	Â	Â ⁽³⁾	Â ⁽³⁾		Common Stock	24.488
Executive Deferred Incentive Program - Danaher Stock Fund ⁽¹⁾	\$ 0 ⁽²⁾	10/28/2016	Â	A	26.394	Â	Â ⁽³⁾	Â ⁽³⁾		Common Stock	26.394

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
LUTZ ROBERT S 2200 PENNSYLVANIA AVENUE, NW SUITE 800W WASHINGTON,Â DCÂ 20037	Â	Â	Â SVP-Chief Accounting Officer	Â	

Signatures

James F. O'Reilly, attorney-in-fact for Robert
S. Lutz

02/03/2017

__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 reported securities are notional dividend accruals on phantom shares in the Danaher stock fund (the "EDIP Stock Fund") under Danaher's Executive Deferred Incentive Program (the "EDIP"). The number of phantom shares accrued as a result of such notional dividend accruals is based on the closing price of Danaher common stock as reported on the NYSE on the date such dividend accruals are credited to the EDIP Stock Fund, which is the price shown in Table II, Column 8 above.
- (1) The notional shares convert on a one-for-one basis.
 - (2) All contributions to the reporting person's EDIP Stock Fund are immediately vested. Upon termination of employment, the EDIP Stock Fund is settled in shares of Danaher common stock.
 - (3)

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.