

DANAHER CORP /DE/  
Form S-8  
May 08, 2009

As filed with the Securities and Exchange Commission on May 8, 2009

Registration No. 333- \_\_\_\_\_

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**Registration Statement**

*Under*

*The Securities Act of 1933*

**DANAHER CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**59-1995548**  
(I.R.S. Employer  
Identification No.)

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2099 Pennsylvania Avenue, N.W., 12th Floor

Washington, D.C.  
(Address of Principal Executive Offices)

20006  
(Zip Code)

**DANAHER CORPORATION & SUBSIDIARIES AMENDED AND RESTATED**

**EXECUTIVE DEFERRED INCENTIVE PROGRAM**

(Full title of the plan)

**Jonathan P. Graham**

**Senior Vice President and General Counsel**

**James F. O Reilly**

**Associate General Counsel and Secretary**

**2099 Pennsylvania Avenue, N.W., 12th Floor**

**Washington, D.C. 20006-1813**

**(202) 828-0850**

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Deferred Compensation Obligations (1)	\$150,000,000(2)	100%	\$150,000,000(2)	\$8,370

- (1) The Deferred Compensation Obligations registered herein are unsecured obligations of the Registrant to pay deferred compensation in the future in accordance with the terms of the Danaher Corporation & Subsidiaries Amended and Restated Executive Deferred Incentive Program.
- (2) Calculated pursuant to Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed by Danaher Corporation (the Registrant ) with the Securities and Exchange Commission (the Commission ) for the purpose of registering an additional \$150,000,000 of deferred compensation obligations for issuance pursuant to the Danaher Corporation & Subsidiaries Amended and Restated Executive Deferred Incentive Program. In accordance with General Instruction E to Form S-8, the contents of Registration Statement No. 333-105198, filed with Commission on May 13, 2003, as amended by Post-Effective Amendment No. 1 filed with the Commission on July 13, 2007, are incorporated herein by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
5.1	Opinion of counsel
23.1	Consent of Ernst & Young LLP, an independent registered public accounting firm
23.2	Consent of counsel (included in Exhibit 5.1)
24.1	Power of Attorney
99.1	Danaher Corporation & Subsidiaries Amended and Restated Executive Deferred Incentive Program (incorporated by reference to Exhibit 10.13 to Danaher's Annual Report on Form 10-K for the year ended December 31, 2008)

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the District of Columbia, on May 8, 2009.

DANAHER CORPORATION

By: /s/ Daniel L. Comas  
Name: Daniel L. Comas  
Title: Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on May 8, 2009.

<b>Signature</b>	<b>Title</b>
* H. Lawrence Culp, Jr.	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Daniel L. Comas Daniel L. Comas	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
* Robert S. Lutz	Vice President and Chief Accounting Officer (Principal Accounting Officer)
* Steven M. Rales	Chairman of the Board
* Mitchell P. Rales	Chairman of the Executive Committee
* Walter G. Lohr, Jr.	Director
* Donald J. Ehrlich	Director
* Mortimer M. Caplin	Director
* John T. Schwieters	Director

Alan G. Spoon \* Director

Linda P. Hefner \* Director

\* pursuant to power of attorney

By: /s/ James F. O Reilly  
James F. O Reilly  
Attorney-in-Fact

**EXHIBIT INDEX**

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