

SIMMS STEVE

Form 4

February 01, 2006

**FORM 4****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).

**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: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SIMMS STEVE

(Last) (First) (Middle)

2099 PENNSYLVANIA AVENUE,  
NW, 12TH FLOOR

(Street)

WASHINGTON, DC 20006

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/30/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/30/2006		M		28,000	A	\$ 11.1563	32,400	D
Common Stock	01/30/2006		M		37,000	A	\$ 11.9375	69,400	D
Common Stock	01/30/2006		S		38,800	D	\$ 56.2	30,600	D
Common Stock	01/30/2006		S		300	D	\$ 56.21	30,300	D
Common Stock	01/30/2006		S		500	D	\$ 56.22	29,800	D

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Common Stock	01/30/2006	S	100	D	\$ 56.23	29,700	D	
Common Stock	01/30/2006	S	500	D	\$ 56.24	29,200	D	
Common Stock	01/30/2006	S	1,300	D	\$ 56.25	27,900	D	
Common Stock	01/30/2006	S	100	D	\$ 56.27	27,800	D	
Common Stock	01/30/2006	S	900	D	\$ 56.28	26,900	D	
Common Stock	01/30/2006	S	200	D	\$ 56.29	26,700	D	
Common Stock	01/30/2006	S	7,500	D	\$ 56.3	19,200	D	
Common Stock	01/30/2006	S	1,100	D	\$ 56.31	18,100	D	
Common Stock	01/30/2006	S	1,100	D	\$ 56.32	17,000	D	
Common Stock	01/30/2006	S	100	D	\$ 56.33	16,900	D	
Common Stock	01/30/2006	S	1,000	D	\$ 56.34	15,900	D	
Common Stock	01/30/2006	S	6,400	D	\$ 56.35	9,500	D	
Common Stock	01/30/2006	S	300	D	\$ 56.36	9,200	D	
Common Stock	01/30/2006	S	200	D	\$ 56.37	9,000	D	
Common Stock	01/30/2006	S	300	D	\$ 56.38	8,700	D	
Common Stock	01/30/2006	S	2,300	D	\$ 56.39	6,400	D	
Common Stock	01/30/2006	S	2,000	D	\$ 56.4	4,400	D	
Common Stock						6,474	I	401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock option (right to buy)	\$ 11.1563	01/30/2006		M	28,000	<u>(1)</u> 12/03/2006	Common Stock 28,000
Employee stock option (right to buy)	\$ 11.9375	01/30/2006		M	37,000	<u>(2)</u> 05/14/2007	Common Stock 37,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SIMMS STEVE 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006	Executive Vice President

## Signatures

James F. O'Reilly, attorney-in-fact for Steven E. Simms 02/01/2006

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 reporting person received the options indicated on December 3, 1996. Twenty percent of the options granted became exercisable on each of the first five anniversaries of the grant date.
- (2) The reporting person received the options indicated on May 14, 1997. All of the options granted became exercisable on the fifth anniversary of the grant date.

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