

DANAHER CORP /DE/  
Form 5  
February 13, 2017

# 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)

**2200 PENNSYLVANIA AVENUE,  
NW, SUITE 800W**

(Street)

**WASHINGTON, DC 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)  
**12/31/2016**

4. 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)  
Chairman of Exec. Committee

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)     |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock, par value \$.001  | 02/10/2016                           | Â  | G                              | 6,531 D   | \$ 0 5,350,644   | D  | Â   |
| Common Stock, par value \$.001  | 02/10/2016                           | Â  | G                              | 6,531 A   | \$ 0 625,645   | I  | Through the Mitchell P. Rales Family Trust <sup>(1)</sup> |
|                                 | 04/07/2016                           | Â  | G                              | 59,907 D  | \$ 0 565,738   | I  |   |

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|                                 |            |   |   |         |   |      |           |   |   |
|---------------------------------|------------|---|---|---------|---|------|-----------|---|---|
| Common Stock, par value \$0.001 |            |   |   |         |   |      |           |   | Through the Mitchell P. Rales Family Trust <sup>(1)</sup> |
| Common Stock, par value \$0.001 | 04/22/2016 | Â | G | 19,000  | D | \$ 0 | 5,331,644 | D | Â   |
| Common Stock, par value \$0.001 | 04/25/2016 | Â | G | 100,000 | D | \$ 0 | 5,231,644 | D | Â   |
| Common Stock, par value \$0.001 | 04/26/2016 | Â | G | 100,000 | D | \$ 0 | 5,131,644 | D | Â   |
| Common Stock, par value \$0.001 | 04/27/2016 | Â | G | 100,000 | D | \$ 0 | 5,031,644 | D | Â   |
| Common Stock, par value \$0.001 | 04/29/2016 | Â | G | 89,437  | D | \$ 0 | 4,942,207 | D | Â   |
| Common Stock, par value \$0.001 | 04/29/2016 | Â | G | 89,437  | A | \$ 0 | 655,175   | I | Through the Mitchell P. Rales Family Trust <sup>(1)</sup> |
| Common Stock, par value \$0.001 | 05/02/2016 | Â | G | 150,000 | D | \$ 0 | 4,792,207 | D | Â   |
| Common Stock, par value \$0.001 | 05/06/2016 | Â | G | 100,000 | D | \$ 0 | 4,692,207 | D | Â   |
| Common Stock, par value \$0.001 | 05/12/2016 | Â | G | 100,000 | D | \$ 0 | 4,592,207 | D | Â   |
| Common Stock, par value \$0.001 | 05/13/2016 | Â | G | 12,111  | D | \$ 0 | 4,580,096 | D | Â   |
|                                 | 05/16/2016 | Â | G | 112,889 | D | \$ 0 | 4,467,207 | D | Â   |

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|   |            |   |                         |           |   |      |            |   |                                  |
|---|------------|---|-------------------------|-----------|---|------|------------|---|----------------------------------|
| Common<br>Stock, par<br>value<br>\$.001 |            |   |                         |           |   |      |            |   |                                  |
| Common<br>Stock, par<br>value<br>\$.001 | 05/18/2016 | Â | G                       | 50,000    | D | \$ 0 | 4,417,207  | D | Â                                |
| Common<br>Stock, par<br>value<br>\$.001 | 05/19/2016 | Â | G                       | 50,000    | D | \$ 0 | 4,367,207  | D | Â                                |
| Common<br>Stock, par<br>value<br>\$.001 | 08/23/2016 | Â | G                       | 100,000   | D | \$ 0 | 4,267,207  | D | Â                                |
| Common<br>Stock, par<br>value<br>\$.001 | 08/24/2016 | Â | G                       | 100,000   | D | \$ 0 | 4,167,207  | D | Â                                |
| Common<br>Stock, par<br>value<br>\$.001 | 11/07/2016 | Â | G                       | 200,000   | D | \$ 0 | 3,967,207  | D | Â                                |
| Common<br>Stock, par<br>value<br>\$.001 | 11/08/2016 | Â | G                       | 100,000   | D | \$ 0 | 3,867,207  | D | Â                                |
| Common<br>Stock, par<br>value<br>\$.001 | 12/15/2016 | Â | <u>J</u> <sup>(2)</sup> | 5,000,000 | D | \$ 0 | 29,000,000 | I | Through<br>single-member<br>LLCs |
| Common<br>Stock, par<br>value<br>\$.001 | 12/15/2016 | Â | <u>J</u> <sup>(2)</sup> | 5,000,000 | A | \$ 0 | 8,867,207  | D | Â                                |
| Common<br>Stock, par<br>value<br>\$.001 | Â          | Â | Â                       | Â         | Â | Â    | 25,170     | I | By Spouse <sup>(3)</sup>         |
| Common<br>Stock, par<br>value<br>\$.001 | Â          | Â | Â                       | Â         | Â | Â    | 137,321    | I | By 401(k) Plan                   |

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

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(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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Number of Shares              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                             |
|--|---------------|-----------|---------|-----------------------------|
|  | Director      | 10% Owner | Officer | Other                       |
| RALES MITCHELL P<br>2200 PENNSYLVANIA AVENUE, NW<br>SUITE 800W<br>WASHINGTON, DC 20037 | X             | X         | X       | Chairman of Exec. Committee |

## Signatures

/s/ Mitchell P. Rales                      02/13/2017  
 \*\*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).
- (1) The Reporting Person is the trustee of the Mitchell P. Rales Family Trust.
  - (2) These shares were transferred from MPRDHR III LLC to direct ownership for no consideration. The MPRDHR III LLC is a limited liability company of which the Reporting Person is the sole member.
  - (3) 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.