

DANAHER CORP /DE/

Form 4

July 29, 2005

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CULP H LAWRENCE JR

(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)
07/29/2005

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)

President and CEO

6. Individual or Joint/Group Filing(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 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	07/29/2005		M		80,000	A	\$ 7.8125	80,000	D
Common Stock	07/29/2005		S		30,200	D	\$ 55.55	49,800	D
Common Stock	07/29/2005		S		900	D	\$ 55.56	48,900	D
Common Stock	07/29/2005		S		600	D	\$ 55.57	48,300	D
Common Stock	07/29/2005		S		7,000	D	\$ 55.65	41,300	D

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Common Stock	07/29/2005	S	1,000	D	\$ 55.66	40,300	D
Common Stock	07/29/2005	S	3,500	D	\$ 55.67	36,800	D
Common Stock	07/29/2005	S	200	D	\$ 55.68	36,600	D
Common Stock	07/29/2005	S	500	D	\$ 55.69	36,100	D
Common Stock	07/29/2005	S	300	D	\$ 55.71	35,800	D
Common Stock	07/29/2005	S	100	D	\$ 55.72	35,700	D
Common Stock	07/29/2005	S	200	D	\$ 55.73	35,500	D
Common Stock	07/29/2005	S	6,700	D	\$ 55.75	28,800	D
Common Stock	07/29/2005	S	1,000	D	\$ 55.76	27,800	D
Common Stock	07/29/2005	S	2,900	D	\$ 55.78	24,900	D
Common Stock	07/29/2005	S	1,200	D	\$ 55.79	23,700	D
Common Stock	07/29/2005	S	3,400	D	\$ 55.8	20,300	D
Common Stock	07/29/2005	S	7,100	D	\$ 55.81	13,200	D
Common Stock	07/29/2005	S	1,600	D	\$ 55.84	11,600	D
Common Stock	07/29/2005	S	6,400	D	\$ 56	5,200	D
Common Stock	07/29/2005	S	100	D	\$ 56.05	5,100	D
Common Stock	07/29/2005	S	2,600	D	\$ 56.06	2,500	D
Common Stock	07/29/2005	S	300	D	\$ 56.09	2,200	D
Common Stock	07/29/2005	S	400	D	\$ 56.14	1,800	D
Common Stock	07/29/2005	S	1,300	D	\$ 56.15	500	D
	07/29/2005	S	500	D	\$ 56.18	0	D

Common
StockCommon
Stock

1,801

I

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 7.8125	07/29/2005		M		80,000		<u>(1)</u>	12/05/2005	Common Stock	80,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CULP H LAWRENCE JR 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006	X		President and CEO	

Signatures

James F. O'Reilly, attorney-in-fact for H. Lawrence
Culp, Jr.

07/29/2005

**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 a grant of options to purchase 80,000 shares on December 5, 1995. Twenty percent of the options became exercisable on each of the first five anniversaries 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.

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