

DITKOFF JAMES H

Form 4

November 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DITKOFF JAMES H

(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)

10/30/2006

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) below)

Senior VP-Finance & Tax

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)
Common Stock	10/30/2006		M	80,000	A \$ 31.85	148,919	D
Common Stock	10/30/2006		S	600	D \$ 70.97	148,319	D
Common Stock	10/30/2006		S	2,800	D \$ 70.98	145,519	D
Common Stock	10/30/2006		S	1,200	D \$ 70.99	144,319	D
Common Stock	10/30/2006		S	600	D \$ 71	143,719	D

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Common Stock	10/30/2006	S	2,200	D	\$ 71.01	141,519	D	
Common Stock	10/30/2006	S	2,900	D	\$ 71.02	138,619	D	
Common Stock	10/30/2006	S	3,600	D	\$ 71.03	135,019	D	
Common Stock	10/30/2006	S	3,000	D	\$ 71.04	132,019	D	
Common Stock	10/30/2006	S	400	D	\$ 71.05	131,619	D	
Common Stock	10/30/2006	S	3,300	D	\$ 71.06	128,319	D	
Common Stock	10/30/2006	S	2,900	D	\$ 71.07	125,419	D	
Common Stock	10/30/2006	S	3,400	D	\$ 71.08	122,019	D	
Common Stock	10/30/2006	S	4,400	D	\$ 71.09	117,619	D	
Common Stock	10/30/2006	S	4,500	D	\$ 71.1	113,119	D	
Common Stock	10/30/2006	S	6,600	D	\$ 71.11	106,519	D	
Common Stock	10/30/2006	S	5,800	D	\$ 71.12	100,719	D	
Common Stock	10/30/2006	S	4,000	D	\$ 71.13	96,719	D	
Common Stock	10/30/2006	S	5,100	D	\$ 71.14	91,619	D	
Common Stock	10/30/2006	S	3,900	D	\$ 71.15	87,719	D	
Common Stock	10/30/2006	S	4,500	D	\$ 71.16	83,219	D	
Common Stock	10/30/2006	S	3,600	D	\$ 71.17	79,619	D	
Common Stock	10/30/2006	S	500	D	\$ 71.18	79,119	D	
Common Stock	10/30/2006	S	200	D	\$ 71.19	78,919	D	
Common Stock						43,723	I	401(k) Plan
						60,400	I	By spouse

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Common Stock			
Common Stock	24,366	I	By GRAT
Common Stock	519	I	By trust for benefit of grandchild
Common Stock	520	I	By trust for benefit of grandchild
Common Stock	519	I	By trust for benefit of grandchild

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)	\$ 31.85	10/30/2006		M		80,000		<u>(1)</u>	03/01/2011	Common Stock	80,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DITKOFF JAMES H 2099 PENNSYLVANIA AVENUE, NW	Senior VP-Finance &

12TH FLOOR
WASHINGTON, DC 20006

Tax

Signatures

James F. O'Reilly, attorney-in-fact for James H.
Ditkoff

10/30/2006

__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 a grant of options to purchase 200,000 shares on March 1, 2001. Fifty percent of the options granted became exercisable on each of the fourth and fifth 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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