

DANAHER CORP /DE/  
Form 10-Q/A  
August 11, 2010

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

Washington, D.C. 20549

**FORM 10-Q/A**  
**Amendment No. 1**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended July 2, 2010

OR

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 1-8089

**DANAHER CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of Incorporation)

**59-1995548**  
(I.R.S. Employer Identification number)

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

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

**20006**  
(Zip Code)

**Registrant's telephone number, including area code: 202-828-0850**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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. (Check one):

Large accelerated filer

Non-accelerated filer

Accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes  No

The number of shares of common stock outstanding at July 16, 2010 was 652,622,896.

**DANAHER CORPORATION**

**EXPLANATORY NOTE**

The sole purpose of this Amendment No. 1 to Danaher Corporation's Quarterly Report on Form 10-Q for the quarterly period ended July 2, 2010 is to furnish the Interactive Data File exhibits required by Item 601(b)(101) of Regulation S-K. No other changes have been made to the Form 10-Q, and this Amendment No. 1 does not reflect events occurring subsequent to the original filing date of the Form 10-Q or modify or update in any way disclosures made in the Form 10-Q.

**ITEM 6. EXHIBITS**

(a) Exhibits:

- 3.1 Restated Certificate of Incorporation of Danaher Corporation (1)
- 3.2 Amended and Restated By-laws of Danaher Corporation (2)
- 10.1 Amended and Restated Interchange Agreement dated July 15, 2010 by and between Danaher Corporation and Joust Capital, LLC (3)
- 11.1 Computation of per-share earnings (4)
- 12.1 Calculation of ratio of earnings to fixed charges (3)
- 31.1 Certification of Chief Executive Officer Pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (3)
- 31.2 Certification of Chief Financial Officer Pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (3)
- 32.1 Certification of Chief Executive Officer, Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (3)
- 32.2 Certification of Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (3)
- 101.INS XBRL Instance Document (5)
- 101.SCH XBRL Taxonomy Extension Schema Document (5)
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document (5)
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document (5)
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document (5)
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document (5)

- (1) Incorporated by reference from Exhibit 3.1 to Danaher Corporation's Current Report on Form 8-K filed on September 12, 2007 (Commission File Number: 1-8089).
- (2) Incorporated by reference from Exhibit 3.2 to Danaher Corporation's Current Report on Form 8-K filed on July 10, 2008 (Commission File Number: 1-8089).
- (3) Filed as exhibit to Danaher's Quarterly Report on Form 10-Q for the quarter ended July 2, 2010.
- (4) See Note 10, Earnings Per Share, to the Consolidated Condensed Financial Statements included in Danaher Corporation's Quarterly Report on Form 10-Q for the quarter ended July 2, 2010.
- (5) Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language):
  - (i) Consolidated Condensed Balance Sheets at July 2, 2010 and December 31, 2009, (ii) Consolidated Condensed Statements of Earnings for the three months ended July 2, 2010 and July 3, 2009, (iii) Consolidated Condensed Statement of Stockholders' Equity for the three months ended July 2, 2010, (iv) Consolidated Condensed Statements of Cash Flows for the three months ended July 2, 2010 and July 3, 2009, and (v) Notes to Consolidated Condensed Financial Statements. Users of this data are advised pursuant to Rule 406T of Regulation S-T that this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities and Exchange Act of 1934, and otherwise is not subject to liability under these sections.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**DANAHER CORPORATION:**

Date: August 9, 2010

By: /s/ Robert S. Lutz  
Robert S. Lutz  
Senior Vice President and Chief Accounting Officer