

SIMMS STEVE
Form 4
August 03, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SIMMS STEVE

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2099 PENNSYLVANIA AVENUE,
NW, 12TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2007

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive Vice President

(Street)
WASHINGTON, DC 20006

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	08/01/2007		M		279,900	A	\$ 23.3125
Common Stock	08/01/2007		M		4,758	A	\$ 24.5938
Common Stock	08/01/2007		M		20,100	A	\$ 31.875
Common Stock	08/01/2007		M		27,100	A	\$ 37.165
Common Stock	08/01/2007		S		500	D	\$ 74.28
							284,300
							289,058
							309,158
							336,258
							335,758

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Common Stock	08/01/2007	S	49,200	D	\$ 74.3	287,558	D
Common Stock	08/01/2007	S	100	D	\$ 74.32	287,458	D
Common Stock	08/01/2007	S	1,500	D	\$ 74.33	285,958	D
Common Stock	08/01/2007	S	200	D	\$ 74.34	285,758	D
Common Stock	08/01/2007	S	100	D	\$ 74.35	285,658	D
Common Stock	08/01/2007	S	7,182	D	\$ 74.36	278,476	D
Common Stock	08/01/2007	S	6,400	D	\$ 74.37	272,076	D
Common Stock	08/01/2007	S	400	D	\$ 74.38	271,676	D
Common Stock	08/01/2007	S	300	D	\$ 74.39	271,376	D
Common Stock	08/01/2007	S	1,400	D	\$ 74.4	269,976	D
Common Stock	08/01/2007	S	100	D	\$ 74.41	269,876	D
Common Stock	08/01/2007	S	100	D	\$ 74.42	269,776	D
Common Stock	08/01/2007	S	600	D	\$ 74.43	269,176	D
Common Stock	08/01/2007	S	400	D	\$ 74.44	268,776	D
Common Stock	08/01/2007	S	3,000	D	\$ 74.45	265,776	D
Common Stock	08/01/2007	S	400	D	\$ 74.46	265,376	D
Common Stock	08/01/2007	S	600	D	\$ 74.47	264,776	D
Common Stock	08/01/2007	S	600	D	\$ 74.48	264,176	D
Common Stock	08/01/2007	S	900	D	\$ 74.49	263,276	D
Common Stock	08/01/2007	S	2,400	D	\$ 74.5	260,876	D
	08/01/2007	S	3,600	D	\$ 74.51	257,276	D

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Common Stock								
Common Stock	08/01/2007		S	20,800	D	\$ 74.52	236,476	D
Common Stock	08/01/2007		S	1,300	D	\$ 74.53	235,176	D
Common Stock	08/01/2007		S	2,400	D	\$ 74.54	232,776	D
Common Stock							7,353	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)

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 Number Shares
Employee stock option (right to buy)	\$ 23.3125	08/01/2007		M	279,900	<u>(1)</u>	07/18/2010	Common stock	279,900
Employee stock option (right to buy)	\$ 24.5938	08/01/2007		M	4,758	<u>(2)</u>	12/01/2009	Common stock	4,758
Employee stock option (right to buy)	\$ 31.875	08/01/2007		M	20,100	<u>(3)</u>	03/04/2013	Common stock	20,100
Employee stock	\$ 37.165	08/01/2007		M	27,100	<u>(4)</u>	09/26/2013	Common stock	27,100

option
(right to
buy)

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

08/03/2007

__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).

- The options exercised were part of an award of 1,000,000 options received by the reporting person. With respect to 800,000 of the
- (1) options, such options vested 50% on the fourth anniversary of the grant date and 50% on the fifth anniversary of the grant date. With respect to 200,000 of the options, such options vested on the second anniversary of the grant date.
 - (2) The options exercised vested 20% per year on the first five anniversaries of the grant date.
 - (3) The options exercised were part of an award of 150,000 options granted on March 4, 2003. 50% of the options vested on July 1, 2007, and the balance vest on July 1, 2008.
 - (4) The options exercised were part of an award of 150,000 options granted on September 26, 2003. 50% of the options vested on July 1, 2007, and the balance vest on July 1, 2008.

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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