

DANAHER CORP /DE/

Form 4

November 07, 2007

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 *
LOHR WALTER G

(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)
11/06/2007

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)

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 Ownership Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/06/2007		M		8,000	A	\$ 15.0469	232,000	D
Common Stock	11/06/2007		S		300	D	\$ 82.97	231,700	D
Common Stock	11/06/2007		S		100	D	\$ 82.98	231,600	D
Common Stock	11/06/2007		S		1,000	D	\$ 83	230,600	D
Common Stock	11/06/2007		S		600	D	\$ 83.01	230,000	D

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Common Stock	11/06/2007	S	1,000	D	\$ 83.07	229,000	D	
Common Stock	11/06/2007	S	1,000	D	\$ 83.08	228,000	D	
Common Stock	11/06/2007	S	1,000	D	\$ 83.09	227,000	D	
Common Stock	11/06/2007	S	700	D	\$ 83.13	226,300	D	
Common Stock	11/06/2007	S	2,100	D	\$ 83.16	224,200	D	
Common Stock	11/06/2007	S	200	D	\$ 83.18	224,000	D	
Common Stock						80,000	I	By trust (1)

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 (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)	\$ 15.0469	11/06/2007		M	8,000	12/02/1997	12/02/2007	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

LOHR WALTER G
2099 PENNSYLVANIA AVENUE, NW X
12TH FLOOR
WASHINGTON, DC 20006

Signatures

James F. O'Reilly, attorney-in-fact for Walter G.
Lohr, Jr. 11/07/2007

__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).
- (1) The shares are held in a trust for the benefit of the reporting person's children, of which the reporting person is the trustee. The reporting person disclaims beneficial ownership of these shares.

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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