

COMAS DANIEL L
Form 4
February 02, 2010

FORM 4

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

OMB APPROVAL

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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 *
COMAS DANIEL L

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)
02/01/2010

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP & CFO

(Street)

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

WASHINGTON, DC 20006

(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	02/01/2010		M		20,000	A	\$ 22.925
Common Stock	02/01/2010		S		20,000	D	\$ 71.44 (1)
Common Stock	02/01/2010		M		10,000	A	\$ 23.313
Common Stock	02/01/2010		S		10,000	D	\$ 71.293 (2)
Common Stock							2,264
						I	By spouse

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price within the ranges set forth in the footnotes to this Form 4.

- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.24 to 71.35, inclusive.
- (3) The options were granted on September 21, 2001. Twenty percent of the options granted vested on each of the first five anniversaries of the grant date.
- (4) The options were granted on July 18, 2000 and vested on the fifth anniversary 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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