

DITKOFF JAMES H
Form 4
April 27, 2006

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 *
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)
04/26/2006

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)

Senior VP-Finance & Tax

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 04/26/2006 | | M | | 16,000 A \$ 34.1563 | D | |
| Common Stock | 04/26/2006 | | M | | 40,000 A \$ 31.85 | D | |
| Common Stock | 04/26/2006 | | S | | 54,700 D \$ 65.14 | D | |
| Common Stock | 04/26/2006 | | S | | 100 D \$ 65.17 | D | |
| Common Stock | 04/26/2006 | | S | | 1,000 D \$ 65.18 | D | |

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| | | | | | | | | |
|--------------|------------|---|-----|---|----------|--------|---|------------------------------------|
| Common Stock | 04/26/2006 | S | 200 | D | \$ 65.27 | 68,919 | D | |
| Common Stock | | | | | | 43,677 | I | 401(k) Plan |
| Common Stock | | | | | | 60,000 | I | By spouse |
| Common Stock | | | | | | 26,327 | I | By GRAT |
| Common Stock | | | | | | 717 | 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee stock option (right to buy) | \$ 34.1563 | 04/26/2006 | | M | 16,000 | <u>(1)</u> | 12/05/2010 | Common Stock | 16,000 |
| Employee stock option (right to buy) | \$ 31.85 | 04/25/2006 | | M | 40,000 | <u>(2)</u> | 03/01/2011 | Common Stock | 40,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

DITKOFF JAMES H
2099 PENNSYLVANIA AVENUE, NW
12TH FLOOR
WASHINGTON, DC 20006

Senior
VP-Finance &
Tax

Signatures

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

04/27/2006

__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 16,000 shares on December 5, 2000. Twenty percent of the options became exercisable on each of the first five anniversaries of the grant date.
- (2) 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.

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