

Form

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border-right-width: 1; border-bottom-width:1"> Common Stock 93,294 I 401(k) plan Common Stock  
1,728 I By GRAT dated September 25, 2006 with five year term

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)	8. Amount or Number of Shares
Common Stock	\$ 30.73	02/28/2011		M	14,000	<u>(2)</u> 02/23/2016	Common Stock	14,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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  
03/01/2011

\_\_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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.48 to 50.57, inclusive. The reporting person undertakes to provide to Danaher Corporation, any securityholder of Danaher Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate

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

(2) One-half of the options vested on each of the fourth and fifth anniversaries of the grant date, which was February 23, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.