

DANAHER CORP /DE/
Form 4/A
May 19, 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 *
ALLENDER PATRICK W

(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)
11/22/2005

4. If Amendment, Date Original Filed (Month/Day/Year)
11/22/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP

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)
Common Stock	11/22/2005		M	(A) or (D) Code V Amount (D) Price 51,613 (1) (2) A \$ 7.8125	51,613 (1) (2)	I	Family partnership (3)

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)

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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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 7.81	11/22/2005		M	60,000	<u>(1)(2)</u>	12/04/2005	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLENDER PATRICK W 2099 PENNSYLVANIA AVENUE NW 12TH FLOOR WASHINGTON, DC 20006			Executive VP	

Signatures

/s/ James F. O'Reilly, Attorney-in-fact for Patrick W. Allender 05/18/2006

 **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 60,000 shares on December 5, 1995 and subsequently transferred the option to a family limited partnership in which he is the general partner. Twenty percent of the options granted became exercisable on each of the first five anniversaries of the grant date. He exercised the option on behalf of the family limited partnership by attesting to his ownership of 8,387 shares, a number sufficient to satisfy the exercise price under the company's option plan. (Continued to Footnote 2)
- (2) The net shares should have been treated as received by the family partnership Holly Leaf Ltd., rather than credited under the Danaher Executive Deferred Income Plan ("EDIP") as originally reported. The other shares on the original Form 4 denoted as held by family partnerships are held by family partnerships other than Holly Leaf Ltd. No shares were transferred to the EDIP upon exercise of the option by the family partnership, nor did the reporting person receive credit for notional shares under the EDIP.
- (3) 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. 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.