

DANAHER CORP /DE/
Form 5
February 10, 2014

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
RALES MITCHELL P

(Last) (First) (Middle)

**2200 PENNSYLVANIA AVENUE,
NW SUITE 800W**

(Street)

WASHINGTON, DC 20037

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DANAHER CORP /DE/ [DHR]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

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)
Chairman of Exec. Committee

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount or (D) Price			
Common Stock, par value \$.01	01/18/2013	Â	G	78,000 D \$ 0	705,400	I	Through the Mitchell P. Rales Family Trust ⁽¹⁾
Common Stock, par value \$.01	01/29/2013	Â	G	35,000 D \$ 0	8,080,162	D	Â
	01/30/2013	Â	G	511,200 D \$ 0	7,568,962	D	Â

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Common Stock, par value \$.01									
Common Stock, par value \$.01	01/31/2013	Â	G	15,411	D	\$ 0	7,553,551	D	Â
Common Stock, par value \$.01	02/01/2013	Â	G	473,389	D	\$ 0	7,080,162	D	Â
Common Stock, par value \$.01	02/01/2013	Â	G	202,100	D	\$ 0	6,878,062	D	Â
Common Stock, par value \$.01	02/05/2013	Â	G	234,150	D	\$ 0	6,643,912	D	Â
Common Stock, par value \$.01	02/19/2013	Â	G	150,000	D	\$ 0	6,493,912	D	Â
Common Stock, par value \$.01	02/20/2013	Â	G	100,000	D	\$ 0	6,393,912	D	Â
Common Stock, par value \$.01	04/03/2013	Â	G	302,624	D	\$ 0	6,091,288	D	Â
Common Stock, par value \$.01	04/03/2013	Â	G	302,624	A	\$ 0	1,008,024	I	Through the Mitchell P. Rales Family Trust ⁽¹⁾
Common Stock, par value \$.01	04/29/2013	Â	G	250,000	D	\$ 0	5,841,288	D	Â
Common Stock, par value \$.01	04/30/2013	Â	G	200,000	D	\$ 0	5,641,288	D	Â
	05/02/2013	Â	G	50,000	D	\$ 0	5,591,288	D	Â

Common Stock, par value \$0.01									
Common Stock, par value \$0.01	05/08/2013	Â	G	250,000	D	\$ 0	5,341,288	D	Â
Common Stock, par value \$0.01	05/09/2013	Â	G	100,000	D	\$ 0	5,241,288	D	Â
Common Stock, par value \$0.01	05/14/2013	Â	G	250,000	D	\$ 0	4,991,288	D	Â
Common Stock, par value \$0.01	05/24/2013	Â	G	100,000	D	\$ 0	4,891,288	D	Â
Common Stock, par value \$0.01	11/07/2013	Â	J ⁽²⁾	4,000,000	A	\$ 0	8,891,288	D	Â
Common Stock, par value \$0.01	11/07/2013	Â	J ⁽²⁾	4,000,000	D	\$ 0	36,000,000	I	Through single-member LLCs
Common Stock, par value \$0.01	12/17/2013	Â	G	60,573	D	\$ 0	947,451	I	Through the Mitchell P. Rales Family Trust ⁽¹⁾
Common Stock, par value \$0.01	Â	Â	Â	Â	Â	Â	25,170	I	By spouse ⁽³⁾
Common Stock, par value \$0.01	Â	Â	Â	Â	Â	Â	133,804	I	By 401(k) Plan

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Price of Underlying Security (Instr. 6)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RALES MITCHELL P 2200 PENNSYLVANIA AVENUE, NW SUITE 800W WASHINGTON, DC 20037	Â X	Â	Â Chairman of Exec. Committee	Â

Signatures

/s/ Mitchell P. Rales 02/10/2014
 **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 is a trustee of the Mitchell P. Rales Family Trust
- (2) These shares were transferred from the MPRDHR LLC to direct ownership for no consideration. The MPRDRH LLC is a limited liability company of which the reporting person is the sole member.
- (3) The reporting person disclaims beneficial ownership of the shares held by his spouse, and this report should not be deemed an admission that the reporting person is the beneficial owner of his spouse's shares for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.