Edgar Filing: DANAHER CORP /DE/ - Form 4

DANAHER CORP /DE/

Form 4											
November 02, 20	05										
FORM 4									-	PPROVAL	
-	UNITED	STATES		RITIES A shington,			NGE	COMMISSIO	N OMB Number:	3235-0287	
Check this box if no longer									Expires:	January 31, 2005	
subject to Section 16. Form 4 or						LUV	WNERSHIP OF	Estimated burden hou response	average Jrs per		
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the I	Public U		ding Cor	npany	Act	nge Act of 1934, of 1935 or Secti 940	·		
(Print or Type Respon	nses)										
SIMMS STEVE Symbo			Symbol	er Name and				5. Relationship of Reporting Person(s) to Issuer			
				AHER CORP /DE/ [DHR]				(Check all applicable)			
(Last) ((First) (1	Middle)		of Earliest T	ransaction			D. (100		
2099 PENNSYL NW, 12TH FLO		'ENUE,	(Month/I 10/28/2	Day/Year) 2005				below)	ve title Oth below) itive Vice Presic		
				nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person			
WASHINGTON	, DC 20006							Form filed by Person	More than One R	eporting	
(City) (State)	(Zip)	Tab	le I - Non-I	Derivative	Securi	ities A	cquired, Disposed	of, or Beneficia	lly Owned	
	nsaction Date th/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transaction Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5 (A) or		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)	

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pri
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Inst	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Executive Deferred Income Plan Danaher Stock Fund (1)	\$ 0 <u>(2)</u>	10/28/2005		А		27.35		<u>(3)</u>	<u>(3)</u>	Common Stock (1)	27.35	\$ 52

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SIMMS STEVE 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006			Executive Vice President					
Signatures								
James F. O'Reilly, attorney-in-fact for Steve Simms	en E.	11/02/200	5					
**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).

Compensation deferred or contributed into the Danaher stock fund (the "EDIP Stock Fund") included in Danaher's Executive Deferred Income Plan (the "EDIP") is deemed to be invested in a number of unfunded, notional shares of Danaher common stock based on the

- closing price of Danaher common stock as reported on the NYSE on the date such compensation is credited to the EDIP Stock Fund. The
 price shown in Table II, Column 8 above is the closing price per share of Danaher common stock as reported on the NYSE on the
 transaction date noted above.
- (2) The notional shares convert on a one-for-one basis.

The reporting person immediately vests in 100% of each voluntary contribution to the EDIP Stock Fund. The reporting person will vest in all company contributions to the EDIP Stock Fund as follows: 100% upon the earlier of the reporting person's death, or upon retirement

(3) following at least 5 years of service with Danaher and reaching the age of 55, or, if earlier, one-tenth per vesting year of participation following five vesting years of participation, in each case in accordance with the plan. Upon termination of employment, the vested portion of the EDIP Stock Fund is settled in Danaher common stock.

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.