

SIMMS STEVE
Form 4
February 01, 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 *
SIMMS STEVE

(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)
01/30/2006

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)

Executive Vice President

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	01/30/2006		M		28,000 A \$ 11.1563	32,400	D	
Common Stock	01/30/2006		M		37,000 A \$ 11.9375	69,400	D	
Common Stock	01/30/2006		S		38,800 D \$ 56.2	30,600	D	
Common Stock	01/30/2006		S		300 D \$ 56.21	30,300	D	
Common Stock	01/30/2006		S		500 D \$ 56.22	29,800	D	

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Common Stock	01/30/2006	S	100	D	\$ 56.23	29,700	D	
Common Stock	01/30/2006	S	500	D	\$ 56.24	29,200	D	
Common Stock	01/30/2006	S	1,300	D	\$ 56.25	27,900	D	
Common Stock	01/30/2006	S	100	D	\$ 56.27	27,800	D	
Common Stock	01/30/2006	S	900	D	\$ 56.28	26,900	D	
Common Stock	01/30/2006	S	200	D	\$ 56.29	26,700	D	
Common Stock	01/30/2006	S	7,500	D	\$ 56.3	19,200	D	
Common Stock	01/30/2006	S	1,100	D	\$ 56.31	18,100	D	
Common Stock	01/30/2006	S	1,100	D	\$ 56.32	17,000	D	
Common Stock	01/30/2006	S	100	D	\$ 56.33	16,900	D	
Common Stock	01/30/2006	S	1,000	D	\$ 56.34	15,900	D	
Common Stock	01/30/2006	S	6,400	D	\$ 56.35	9,500	D	
Common Stock	01/30/2006	S	300	D	\$ 56.36	9,200	D	
Common Stock	01/30/2006	S	200	D	\$ 56.37	9,000	D	
Common Stock	01/30/2006	S	300	D	\$ 56.38	8,700	D	
Common Stock	01/30/2006	S	2,300	D	\$ 56.39	6,400	D	
Common Stock	01/30/2006	S	2,000	D	\$ 56.4	4,400	D	
Common Stock						6,474	I	401(k)

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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee stock option (right to buy)	\$ 11.1563	01/30/2006		M	28,000	<u>(1)</u> 12/03/2006	Common Stock 28,000
Employee stock option (right to buy)	\$ 11.9375	01/30/2006		M	37,000	<u>(2)</u> 05/14/2007	Common Stock 37,000

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 Steven E. Simms 02/01/2006

__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 the options indicated on December 3, 1996. Twenty percent of the options granted became exercisable on each of the first five anniversaries of the grant date.
- (2) The reporting person received the options indicated on May 14, 1997. All of the options granted became exercisable on the fifth anniversary of the grant date.

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.