DANAHER CORP /DE/ Form 4

March 01, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 1(b).

(Last)

1. Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * LICO JAMES A

2. Issuer Name and Ticker or Trading

Symbol

DANAHER CORP /DE/ [DHR]

3. Date of Earliest Transaction

(Month/Day/Year) 02/28/2006

2099 PENNSYLVANIA AVENUE, NW. 12TH FLOOR

(Street)

(First)

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

5. Relationship of Reporting Person(s) to

(Check all applicable)

Executive Vice President

below)

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

X_ Officer (give title

WASHINGTON, DC 20006

(City) (State) (Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

6. Ownership

7. Nature of Indirect Ownership (Instr. 4)

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. l 4. Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** De Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) Sec any

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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)					(In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Executive Deferred Income Plan Danaher Stock Fund (1)	\$ 0 (2)	02/28/2006		A		280.62		(3)	(3)	Common Stock (1)	280.62	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LICO JAMES A 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006			Executive Vice President				

Signatures

James F. O'Reilly, attorney-in-fact for James
A. Lico

03/01/2006

**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).

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

- (1) 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.

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