DANAHER CORP /DE/ Form 5 January 14, 2015 FORM 5

OMB APPROVAL OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations **OWNERSHIP OF SECURITIES** 1.0 response... may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person ^{*} 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Beck Mark A Symbol DANAHER CORP /DE/ [DHR] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner _X__Officer (give title 12/31/2014 Other (specify below) below) 2200 PENNSYLVANIA AVENUE, Executive Vice President NW, SUITE 800W (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) WASHINGTON, DCÂ 20037 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial anv (Month/Day/Year) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership (Instr. 8) of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(]

(9-02)

	Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)						
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Executive Deferred Incentive Program - Danaher Stock Fund (1)	\$ 0 <u>(2)</u>	07/25/2014	Â	A	0.912	Â	(<u>3)</u>	(<u>3)</u>	Common Stock	0.912
Executive Deferred Incentive Program - Danaher Stock Fund (1)	\$ 0 <u>(2)</u>	10/31/2014	Â	А	0.859	Â	(<u>3)</u>	(<u>3)</u>	Common Stock	0.859

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Beck Mark A 2200 PENNSYLVANIA AVENUE, NW, SUITE 800W WASHINGTON, DC 20037	Â	Â	Executive Vice President	Â		
Signatures						

James F. O'Reilly, attorney-in-fact for Mark A. Beck **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).

The reported securities are notional dividend accruals on phantom shares in the Danaher stock fund (the "EDIP Stock Fund") under Danaher's Executive Deferred Incentive Program (the "EDIP"). The number of phantom shares accrued as a result of such notional

- (1) Datatief s Executive Defended incentive Program (the EDIP). The number of phantom shares accrued as a result of such honoral dividend accruals is based on the closing price of Danaher common stock as reported on the NYSE on the date such dividend accruals are credited to the EDIP Stock Fund, which is the price shown in Table II, Column 8 above.
- (2) The notional shares convert on a one-for-one basis.
- (3) 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 following at least 5 years of service with Danaher and reaching the age of 55, or, if earlier, one-tenth per year of participation following five years of participation, in each case in accordance with the plan. Upon termination of employment, the vested portion of the EDIP

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Stock Fund is settled in Danaher common stock.

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.