

DANAHER CORP /DE/
Form 4
April 27, 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 *
CULP H LAWRENCE JR

(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)

04/25/2006

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)

President and CEO

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	04/25/2006		M		60,000 A \$ 11.1563	60,000	D
Common Stock	04/25/2006		M		82,700 A \$ 11.9375	142,700	D
Common Stock	04/25/2006		S		9,200 D \$ 64.53	133,500	D
Common Stock	04/25/2006		S		200 D \$ 64.61	133,300	D
Common Stock	04/25/2006		S		200 D \$ 64.62	133,100	D

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Common Stock	04/25/2006	S	400	D	\$ 64.63	132,700	D
Common Stock	04/25/2006	S	2,200	D	\$ 64.64	130,500	D
Common Stock	04/25/2006	S	500	D	\$ 64.65	130,000	D
Common Stock	04/25/2006	S	1,000	D	\$ 64.66	129,000	D
Common Stock	04/25/2006	S	1,400	D	\$ 64.67	127,600	D
Common Stock	04/25/2006	S	500	D	\$ 64.68	127,100	D
Common Stock	04/25/2006	S	1,500	D	\$ 64.69	125,600	D
Common Stock	04/25/2006	S	1,100	D	\$ 64.7	124,500	D
Common Stock	04/25/2006	S	1,600	D	\$ 64.71	122,900	D
Common Stock	04/25/2006	S	2,400	D	\$ 64.72	120,500	D
Common Stock	04/25/2006	S	2,500	D	\$ 64.73	118,000	D
Common Stock	04/25/2006	S	1,500	D	\$ 64.74	116,500	D
Common Stock	04/25/2006	S	7,600	D	\$ 64.75	108,900	D
Common Stock	04/25/2006	S	1,400	D	\$ 64.76	107,500	D
Common Stock	04/25/2006	S	1,600	D	\$ 64.77	105,900	D
Common Stock	04/25/2006	S	2,900	D	\$ 64.78	103,000	D
Common Stock	04/25/2006	S	2,900	D	\$ 64.79	100,100	D
Common Stock	04/25/2006	S	2,800	D	\$ 64.8	97,300	D
Common Stock	04/25/2006	S	11,000	D	\$ 64.81	86,300	D
Common Stock	04/25/2006	S	900	D	\$ 64.82	85,400	D
	04/25/2006	S	1,500	D	\$ 64.83	83,900	D

Common Stock								
Common Stock	04/25/2006		S	1,900	D	\$ 64.84	82,000	D
Common Stock	04/25/2006		S	1,100	D	\$ 64.85	80,900	D
Common Stock							1,813	I
								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)

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	04/25/2006		M	60,000	<u>(1)</u> 12/03/2006	Common Stock 60,000
Employee stock option (right to buy)	\$ 11.9375	04/25/2006		M	82,700	<u>(2)</u> 05/14/2007	Common Stock 82,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CULP H LAWRENCE JR 2099 PENNSYLVANIA AVENUE, NW	X		President and CEO	

12TH FLOOR
WASHINGTON, DC 20006

Signatures

James F. O'Reilly, attorney-in-fact for H. Lawrence
Culp, Jr.

04/27/2006

__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 a grant of options to purchase 60,000 shares on December 3, 1996. Twenty percent of the options became exercisable on each of the first five anniversaries of the grant date.
- (2) The reporting person received a grant of options to purchase 340,000 shares on May 14, 1997. All of the options 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.

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