DANAHER CORP /DE/ Form S-8 July 18, 2013

As filed with the Securities and Exchange Commission on July 18, 2013			
Registration No. 333-			
UNITED STATES SECURITIES AND EXC Washington, D.C. 20549	CHANGE COMMISSION		
FORM S-8 Registration Statement Under The Securities Act of	1933		
Delaware (State or other jurisdiction 2200 Pennsylvania Ave Washing	as specified in its charter) 59-1995548 n of incorporation or organization) (I.R.S. Employ	ver Identification No.)	
DANAHER CORPORAT (Full title of the plan)	TION 2007 STOCK INCENTIVE PLAN, AS AME	NDED	
Jonathan P. Graham Senior Vice President and James F. O'Reilly Associate General Counse 2200 Pennsylvania Avenu Washington, D.C. 20037- (202) 828-0850	el and Secretary ue, N.W., Suite 800W		
Indicate by check mark w	hone number, including area code, of agent for serve the her the registrant is a large accelerated filer, an an anapany. See the definitions of "large accelerated filer of the Exchange Act.	accelerated filer, a non-acceler	
Large accelerated filer	ý	Accelerated filer	0
Non-accelerated filer	o (Do not check if a smaller reporting company)	Smaller reporting company	o

CALCULATION OF REGISTRATION FEE

Title of securities to b registered	e Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$.01 par value	17,000,000 shares (1)	\$68.02 (2)	\$1,156,340,000 (2)	\$157,724.78

- Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate number of shares as may be required to cover possible adjustments under the plan by reason of any stock dividend, stock split, share combination, exchange of shares, recapitalization, merger, consolidation, separation, reorganization, liquidation or the like, of or by the Registrant.

 Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) of the
- (2) Securities Act. The price per share and aggregate offering price are calculated on the basis of the average of the high and low sale prices of the Registrant's Common Stock on the New York Stock Exchange on July 12, 2013, in accordance with Rule 457(c) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Danaher Corporation ("Danaher" or the "Registrant") with the Securities and Exchange Commission (the "Commission") for the purpose of registering an additional 17,000,000 shares of the Registrant's common stock, par value \$0.01 per share, for issuance pursuant to the Danaher Corporation 2007 Stock Incentive Plan, as amended (the "Plan"). In accordance with General Instruction E to Form S-8, the contents of Registration Statement No. 333-175223, filed with the Commission on June 29, 2011, Registration Statement No. 333-144572, filed with the Commission on July 13, 2007, are incorporated herein by reference.

PART II Item 8. Exhibits. Exhibit Number	Description of Exhibit
5.1	Opinion of counsel
23.1	Consent of Ernst & Young LLP, an independent registered public accounting firm
23.2	Consent of counsel (included in Exhibit 5.1)
24.1	Power of Attorney
99.1	Danaher Corporation 2007 Stock Incentive Plan, as amended (incorporated by reference from Exhibit 10.1 to Danaher's Current Report on Form 8-K filed with the Commission on May 8, 2013)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the District of Columbia, on July 16, 2013.

DANAHER CORPORATION

By: /s/ Daniel L. Comas Name: Daniel L. Comas

Title: Executive Vice President and Chief Financial

Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on July 16, 2013.

Name, Title and Signature	Date
*	July 16, 2013
Steven M. Rales Chairman of the Board	
*	July 16, 2013
Mitchell P. Rales Chairman of the Executive Committee	
*	July 16, 2013
H. Lawrence Culp, Jr. President, Chief Executive Officer and Director	
*	July 16, 2013
Donald J. Ehrlich Director	
*	July 16, 2013
Linda Hefner Filler Director	
*	July 16, 2013
Teri List-Stoll Director	
*	July 16, 2013
Walter G. Lohr, Jr. Director	•
*	July 16, 2013
John T. Schwieters Director	-

July 16, 2013

Alan G. Spoon

Director

* July 16, 2013

Elias A. Zerhouni, M.D.

Director

/s/ DANIEL L. COMAS July 16, 2013

Daniel L. Comas

Executive Vice President and Chief Financial Officer

/s/ ROBERT S. LUTZ July 16, 2013

Robert S. Lutz

Senior Vice President and Chief Accounting Officer

By: /s/ James F. O'Reilly

James F. O'Reilly Attorney-in-Fact

^{*} pursuant to power of attorney

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1	Opinion of counsel
23.1	Consent of Ernst & Young LLP, an independent registered public accounting firm
23.2	Consent of counsel (included in Exhibit 5.1)
24.1	Power of Attorney
99.1	Danaher Corporation 2007 Stock Incentive Plan, as amended (incorporated by reference from Exhibit 10.1 to Danaher's Current Report on Form 8-K filed with the Commission on May 8, 2013)