

RALES MITCHELL P

Form 5

February 14, 2018

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
RALES MITCHELL P

(Last) (First) (Middle)

11790 GLEN ROAD

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
DANAHER CORP /DE/ [DHR]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20174. 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)

Chairman of Exec. Committee

6. Individual or Joint/Group Reporting

(check applicable line)

POTOMAC, MD 20854

☒ 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 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.001	02/07/2017	Â	G	200,000	D \$ 0 8,667,207	D	Â
Common Stock, par value \$.001	02/08/2017	Â	G	250,000	D \$ 0 8,417,207	D	Â
Common	02/09/2017	Â	G	150,000	D \$ 0 8,267,207	D	Â

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Stock, par value \$0.001									
Common Stock, par value \$0.001	03/06/2017	Â	G	5,000,000	D	\$ 0	3,267,207	D	Â
Common Stock, par value \$0.001	03/06/2017	Â	G	5,000,000	A	\$ 0	34,000,000	I	Through single-member LLCs ⁽¹⁾
Common Stock, par value \$0.001	05/03/2017	Â	G	19,534	D	\$ 0	3,247,673	D	Â
Common Stock, par value \$0.001	05/03/2017	Â	G	19,534	A	\$ 0	674,709	I	Through the Mitchell P. Rales Family Trust ⁽²⁾
Common Stock, par value \$0.001	05/19/2017	Â	G	100,000	D	\$ 0	3,147,673	D	Â
Common Stock, par value \$0.001	05/22/2017	Â	G	150,000	D	\$ 0	2,997,673	D	Â
Common Stock, par value \$0.001	10/20/2017	Â	G	400,000	D	\$ 0	2,597,673	D	Â
Common Stock, par value \$0.001	10/23/2017	Â	G	150,000	D	\$ 0	2,447,673	D	Â
Common Stock, par value \$0.001	10/24/2017	Â	G	100,000	D	\$ 0	2,347,673	D	Â
Common Stock, par value \$0.001	10/26/2017	Â	G	50,000	D	\$ 0	2,297,673	D	Â
Common Stock, par	Â	Â	Â	Â	Â	Â	25,170	I	By Spouse ⁽³⁾

value
\$.001

Common
Stock, par
value
\$.001

Â Â Â Â Â Â 191,929 I By 401(k) Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RALES MITCHELL P 11790 GLEN ROAD POTOMAC, MD 20854	Â X	Â	Â Chairman of Exec. Committee	Â

Signatures

/s/ Mitchell P.
Rales 02/14/2018

__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 reported shares are held through single-member LLCs. The Reporting Person is the sole member of these LLCs.
- (2) The Reporting Person is the trustee of the Mitchell P. Rales Family Trust.

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- (3) The reporting person disclaims beneficial ownership of the shares held by his spouse, and this report should not be deemed an admission that the reporting person is the beneficial owner of his spouse's shares for purposes of Section 16 or for any other purpose.

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.