

DANAHER CORP /DE/
Form 4
March 30, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
RALES MITCHELL P

(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)
03/29/2007

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)
Chairman of Exec. Comm.

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$.01 per share | 03/29/2007 | | J ⁽¹⁾ | 20,000,000 | D | 0 | By Equity Group Holdings LLC |
| Common Stock, par value \$.01 per share | 03/29/2007 | | J ⁽²⁾ | 10,000,000 | A | 22,000,000 | Through single-member LLCs ⁽³⁾ |
| Common Stock, par value | 03/29/2007 | | J ⁽⁴⁾ | 3,692,482 | D | 0 | By Equity Group |

| | | | | | | | | | |
|---|------------|--|------------------|-----------|---|---|-----------|---|--------------------|
| value \$.01 per share | | | | | | | | | Holdings II LLC |
| Common Stock, par value \$.01 per share | 03/29/2007 | | J ⁽⁵⁾ | 1,846,241 | A | Ⓟ | 8,249,212 | D | |
| Common Stock, par value \$.01 per share | | | | | | | 41,302 | I | By 401(k) Plan |

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

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SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (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 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006 | X | | Chairman of Exec. Comm. | |

Signatures

/s/ MITCHELL P.
RALES

03/30/2007

__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) Effective March 29, 2007, Equity Group Holdings LLC distributed, in a transaction not involving any exchange of consideration, 20,000,000 shares of Danaher Corporation Common Stock, par value \$.01 per share (the "Shares") to Mitchell P. Rales and Steven M. Rales and their affiliates, in proportion to the respective beneficial interests of the distributees in the Shares. Mitchell P. Rales and his brother, Steven M. Rales, are the sole members of Equity Group Holdings LLC.
 - (2) Receipt of distribution from Equity Group Holdings LLC of 10,000,000 Shares in a transaction not involving any exchange of consideration.
 - (3) The reported Shares are held through the following single-member LLCs: MPRDHR LLC, MPRDHR II LLC and MPRDHR III LLC. Mitchell P. Rales is the sole member of each of these LLCs.
 - (4) Effective March 29, 2007, Equity Group Holdings II LLC distributed, in a transaction not involving any exchange of consideration, 3,692,482 Shares to Mitchell P. Rales and Steven M. Rales and their affiliates, in proportion to the respective beneficial interests of the distributees in the Shares. Mitchell P. Rales and his brother, Steven M. Rales, are the sole members of Equity Group Holdings II LLC.
 - (5) Receipt of distribution from Equity Group Holdings II LLC of 1,846,241 Shares in a transaction not involving any exchange of consideration.

Remarks:

*** The transactions reported in this Form 4 relate to Danaher shares owned individually or jointly by Mitchell P. Rales and S

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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