LICO JAMES A Form 4 April 24, 2013

FORM 4

Check this box

if no longer

Section 16.

subject to

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

OMB Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

(Middle)

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * LICO JAMES A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Symbol

DANAHER CORP /DE/ [DHR]

3. Date of Earliest Transaction

(Month/Day/Year)

Director

10% Owner

2200 PENNSYLVANIA AVENUE,

(Street)

(First)

NW, SUITE 800W

Filed(Month/Day/Year)

04/22/2013

Other (specify _X__ Officer (give title below) **Executive Vice President**

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

WASHINGTON, DC 20037

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	rities Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5) (A) or			Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/22/2013		Code V M	Amount 39,000	(D)	Price \$ 22.62	183,451	D	
Common Stock	04/22/2013		S <u>(1)</u>	13,000	D	\$ 58.709 (2)	170,451	D	
Common Stock	04/22/2013		S <u>(1)</u>	13,000	D	\$ 58.696 (3)	157,451	D	
Common Stock	04/22/2013		S <u>(1)</u>	13,000	D	\$ 58.889 (4)	144,451	D	

Common Stock

9,995

I

401(k)

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	\$ 22.62	04/22/2013		M	39,000	<u>(5)</u>	03/26/2013	Common Stock	39,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LICO JAMES A

2200 PENNSYLVANIA AVENUE, NW SUITE 800W

WASHINGTON, DC 20037

Executive

Vice President

Signatures

James F. O'Reilly, attorney-in-fact for James A. Lico

04/23/2013

**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 sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 30, 2013.

Reporting Owners 2

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.61 to 58.87, inclusive. The reporting person undertakes to provide to Danaher Corporation, any securityholder of Danaher Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnotes to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.53 to 58.83, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.74 to 59.18, inclusive.
- (5) One-third of the reported options became exercisable on each of the fourth, fifth and sixth anniversaries of the grant date, which was March 2, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space 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.