

DANAHER CORP /DE/  
Form S-8  
May 08, 2009

As filed with the Securities and Exchange Commission on May 8, 2009

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**Registration Statement**

*Under*

*The Securities Act of 1933*

**DANAHER CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**59-1995548**  
(I.R.S. Employer  
Identification No.)

**2099 Pennsylvania Avenue, N.W., 12th Floor**

**Washington, D.C.**  
(Address of Principal Executive Offices)

**20006**  
(Zip Code)

**DANAHER CORPORATION 2007 STOCK INCENTIVE PLAN, AS AMENDED**

(Full title of the plan)

**Jonathan P. Graham**

**Senior Vice President and General Counsel**

**James F. O Reilly**

**Associate General Counsel and Secretary**

**2099 Pennsylvania Avenue, N.W., 12th Floor**

**Washington, D.C. 20006-1813**

**(202) 828-0850**

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, \$.01 par value	7,000,000 shares (1)	\$58.60 (2)	\$410,200,000 (2)	\$22,890

(1) 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.

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- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) of the 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 May 1, 2009, 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 7,000,000 shares of the Registrant s common stock, par value \$.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. 333-144572, filed with the Commission on July 13, 2007, are incorporated herein by reference.

**PART II**

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
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 5, 2009)

**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 May 8, 2009.

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 May 8, 2009.

<b>Signature</b>	<b>Title</b>
H. Lawrence Culp, Jr.	* President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Daniel L. Comas Daniel L. Comas	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
Robert S. Lutz	* Vice President and Chief Accounting Officer (Principal Accounting Officer)
Steven M. Rales	* Chairman of the Board
Mitchell P. Rales	* Chairman of the Executive Committee
Walter G. Lohr, Jr.	* Director
Donald J. Ehrlich	* Director
Mortimer M. Caplin	* Director

John T. Schwieters	*	Director
Alan G. Spoon	*	Director
Linda P. Hefner	*	Director

\* pursuant to power of attorney

By: /s/ James F. O Reilly  
James F. O Reilly  
Attorney-in-Fact

**EXHIBIT INDEX**

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