DITKOFF JAMES H
Form 4
September 29, 2008

FORM 4

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

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:	3235-0287
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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
DITKOFF JAMES H

(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)
09/26/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Senior VP-Finance & Tax

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/26/2008		G[(1)]	V	261	D	$ 0	2,349	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008		G[(1)]	V	261	D	$ 0	2,088	I	By GRAT dated September 25, 2003 with five year term

Common Stock	09/26/2008	G[1]	V	261	D	$ 0	1,827	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	G[1]	V	261	D	$ 0	1,566	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	G[2]	V	261	D	$ 0	1,305	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	G[2]	V	261	D	$ 0	783	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	G[2]	V	261	D	$ 0	522	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	G[2]	V	261	D	$ 0	261	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	G[2]	V	261	D	$ 0	0	I	By GRAT dated September 25, 2003 with five year term
Common Stock	09/26/2008	G[3]	V	261	A	$ 0	1,074	I	By trust for benefit of grandchild
Common Stock	09/26/2008	G[3]	V	261	A	$ 0	1,073	I	By trust for benefit of

										grandchild
Common Stock	09/26/2008		G[3]	V	261	A	$ 0	1,073	I	By trust for benefit of grandchild
Common Stock	09/26/2008		G[3]	V	261	A	$ 0	872	I	By trust for benefit of grandchild
Common Stock	09/26/2008		G[3]	V	261	A	$ 0	540	I	By trust for benefit of grandchild
Common Stock								60,400	I	By spouse
Common Stock								44,920	I	401(k) plan
Common Stock								2,208	I	By GRAT dated September 25, 2004 with five year term
Common Stock								4,178	I	By GRAT dated September 25, 2005 with five year term
Common Stock								3,518	I	By GRAT dated September 25, 2006 with five year term
Common Stock								81,210	D	

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 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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu Deriv

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Security (Instr. 5)	Secur Bene Owne 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
DITKOFF JAMES H 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006			Senior VP-Finance & Tax	

Signatures

James F. O'Reilly, attorney-in-fact for James H. Ditkoff	09/26/2008
**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) Represents distribution of shares from GRAT to reporting person's adult child

(2) Represents distribution of shares from GRAT to trust for the benefit of reporting person's grandchild, of which the reporting person's spouse is trustee.

(3) Represents reporting person's acquisition of indirect, beneficial interest as a result of gifting shares to a trust for the benefit of the reporting person's grandchild. The reporting person disclaims beneficial ownership of these shares.

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.