

CULP H LAWRENCE JR  
Form 4  
June 09, 2009

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CULP H LAWRENCE JR

(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)

06/09/2009

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)

President and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 06/09/2009                              |                                                             | M                                    | V Amount (A) or (D) Price<br>40,000 A \$<br>23.3125                     | 58,000                                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       | 06/09/2009                              |                                                             | S <sup>(1)</sup>                     | 30,200 D \$<br>63.7023<br>(3)                                           | 27,800                                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       | 06/09/2009                              |                                                             | S <sup>(1)</sup>                     | 9,800 D \$<br>64.0899<br>(4)                                            | 18,000                                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       | 06/09/2009                              |                                                             | M                                    | 13,335 A \$<br>23.3125                                                  | 13,335                                                                                                             | I                                                                       | By LLC<br>(7)                                                     |
|                                       | 06/09/2009                              |                                                             | S <sup>(2)</sup>                     | 10,200 D                                                                | 3,135                                                                                                              | I                                                                       |                                                                   |

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|                 |            |      |       |   |                      |       |   |               |
|-----------------|------------|------|-------|---|----------------------|-------|---|---------------|
| Common<br>Stock |            |      |       |   | \$<br>63.7032<br>(5) |       |   | By LLC<br>(7) |
| Common<br>Stock | 06/09/2009 | S(2) | 3,135 | D | \$<br>64.0937<br>(6) | 0     | I | By LLC<br>(7) |
| Common<br>Stock |            |      |       |   |                      | 1,832 | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>stock<br>option<br>(right to<br>buy)    | \$ 23.3125                                                         | 06/09/2009                              |                                                             | M                                    |                                                                                                              | 40,000                                                         |     | <u>(8)</u>                                                          | 07/18/2010         | Common<br>Stock | 40,000                              |
| Employee<br>stock<br>option<br>(right to<br>buy)    | \$ 23.3125                                                         | 06/09/2009                              |                                                             | M                                    |                                                                                                              | 13,335                                                         |     | <u>(8)</u>                                                          | 07/18/2010         | Common<br>Stock | 13,335                              |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                   |       |
|------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                  | Director      | 10% Owner | Officer           | Other |
| CULP H LAWRENCE JR<br>2099 PENNSYLVANIA AVENUE, NW<br>12TH FLOOR | X             |           | President and CEO |       |

WASHINGTON, DC 20006

## Signatures

James F. O'Reilly, attorney-in-fact for H. Lawrence  
Culp, Jr.

06/09/2009

\_\_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 February 27, 2009.
- (2) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the LLC on February 27, 2009.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.28 to 63.99, 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 \$64.00 to 64.24, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$63.28 to 63.99, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.00 to 64.23, inclusive.
- (6) Owned by a limited liability company (the "LLC"), the members of which are Mr. Culp and a grantor retained annuity trust of which Mr. Culp is sole trustee.
- (7) Fifty percent of the options granted became exercisable on each of July 18, 2004 and July 18, 2005.

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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