

SIMMS STEVE  
Form 4  
February 01, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
SIMMS STEVE

(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)  
01/31/2006

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)

Executive Vice President

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)
			Code	V Amount (A) or (D) Price			
Common Stock	01/31/2006		M	65,000 A \$ 11.9375	69,400	D	
Common Stock	01/31/2006		S	3,800 D \$ 56.15	65,600	D	
Common Stock	01/31/2006		S	100 D \$ 56.17	65,500	D	
Common Stock	01/31/2006		S	1,700 D \$ 56.18	63,800	D	
Common Stock	01/31/2006		S	100 D \$ 56.19	63,700	D	

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Common Stock	01/31/2006	S	600	D	\$ 56.2	63,100	D
Common Stock	01/31/2006	S	100	D	\$ 56.21	63,000	D
Common Stock	01/31/2006	S	800	D	\$ 56.22	62,200	D
Common Stock	01/31/2006	S	600	D	\$ 56.23	61,600	D
Common Stock	01/31/2006	S	10,600	D	\$ 56.25	51,000	D
Common Stock	01/31/2006	S	4,200	D	\$ 56.26	46,800	D
Common Stock	01/31/2006	S	300	D	\$ 56.27	46,500	D
Common Stock	01/31/2006	S	1,300	D	\$ 56.3	45,200	D
Common Stock	01/31/2006	S	4,900	D	\$ 56.32	40,300	D
Common Stock	01/31/2006	S	2,000	D	\$ 56.34	38,300	D
Common Stock	01/31/2006	S	2,200	D	\$ 56.35	36,100	D
Common Stock	01/31/2006	S	3,000	D	\$ 56.36	33,100	D
Common Stock	01/31/2006	S	100	D	\$ 56.39	33,000	D
Common Stock	01/31/2006	S	10,100	D	\$ 56.4	22,900	D
Common Stock	01/31/2006	S	600	D	\$ 56.41	22,300	D
Common Stock	01/31/2006	S	400	D	\$ 56.42	21,900	D
Common Stock	01/31/2006	S	900	D	\$ 56.44	21,000	D
Common Stock	01/31/2006	S	2,500	D	\$ 56.45	18,500	D
Common Stock	01/31/2006	S	1,500	D	\$ 56.5	17,000	D
Common Stock	01/31/2006	S	500	D	\$ 56.51	16,500	D
	01/31/2006	S	200	D	\$ 56.53	16,300	D

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Common Stock								
Common Stock	01/31/2006	S	800	D	\$ 56.55	15,500	D	
Common Stock	01/31/2006	S	100	D	\$ 56.56	15,400	D	
Common Stock	01/31/2006	S	11,000	D	\$ 56.59	4,400	D	
Common Stock						6,474	I	401(k)

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

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee stock option (right to buy)	\$ 11.9375	01/31/2006		M	65,000	<u>(1)</u>	05/14/2007	Common Stock	65,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIMMS STEVE 2099 PENNSYLVANIA AVENUE, NW 12TH FLOOR WASHINGTON, DC 20006			Executive Vice President	

## Signatures

James F. O'Reilly, attorney-in-fact for Steven E.  
Simms

02/01/2006

\_\_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 reporting person received the options indicated on December 3, 1996. Twenty percent of the options granted became exercisable on each of the first five anniversaries of the grant date.

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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