

RALES STEVEN M
Form SC 13D/A
October 25, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Danaher Corporation
(Name of Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

23585110
(CUSIP Number)

Michael G. Ryan

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(202) 828-0060

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 24, 2012

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

CUSIP No. 23585110

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Steven M. Rales

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

USA

7. Sole Voting Power

Number of

Shares 43,927,878
8. Shared Voting Power

Beneficially

Owned by

Each None
9. Sole Dispositive Power

Reporting

Person 43,927,878
10. Shared Dispositive Power
With

None

11. Aggregate Amount Beneficially Owned by Each Reporting Person

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43,927,878

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

6.3%¹

14. Type of Reporting Person (See Instructions)

IN

¹ Based on the outstanding number of shares reported in the Company's Quarterly Report on Form 10-Q filed October 18, 2012.

Introductory Statement

This Amendment No. 3 (this Amendment No. 3) to the Statement on Schedule 13D (the Statement) relates to the common stock, par value \$.01 per share of Danaher Corporation, a corporation organized under the laws of the state of Delaware (the Company). This Amendment No. 3 amends and supplements (i) the Statement originally filed on March 30, 2007 with the Securities and Exchange Commission (the Commission) by Steven M. Rales, (ii) Amendment No. 1 to the Statement filed on July 31, 2009, and (iii) Amendment No. 2 to the Statement filed on June 30, 2011. Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed thereto in the initial Schedule 13D, Amendment No. 1 or Amendment No. 2, as applicable. The purpose of this Amendment No. 3 is to amend and supplement the Statement filed on March 30, 2007, as amended.

Item 5. Interest in Securities of the Issuer

As of the date hereof, Steven M. Rales is the beneficial owner of 43,927,878 shares of common stock representing approximately 6.3% of the approximately 692,687,947 shares outstanding, as disclosed in the Company's Quarterly Report on Form 10-Q filed October 18, 2012. The Reporting Person's ownership consists of 40,000,000 shares owned by limited liability companies of which Steven M. Rales is the sole member, 10,225 shares attributable to Steven M. Rales' 401(k) account (determined as of October 23, 2012, the latest date for which information is available), 3,014,740 shares owned directly, 117,000 shares owned by a charitable foundation of which Steven M. Rales is a director and 785,913 shares held by the Norman Rales estate for which Steven M. Rales serves as a co-representative.

Steven M. Rales disclaims beneficial ownership of all shares that are owned directly or indirectly by Mitchell P. Rales, his brother, and also disclaims beneficial ownership of all shares held through the charitable foundation and the Norman Rales estate.

All of the shares of the Company's common stock held by the limited liability companies of which Steven M. Rales is the sole member are pledged to secure lines of credit with certain banks and each of these entities and Steven M. Rales is in compliance with these lines of credit.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 24, 2012
Date

/s/ Steven M. Rales
Signature

Steven M. Rales
Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement; provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)