

DANAHER CORP /DE/
Form 4
March 18, 2016

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 *
Zerhouni Elias A.

2. Issuer Name and Ticker or Trading Symbol
DANAHER CORP /DE/ [DHR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2200 PENNSYLVANIA AVENUE,
NW, SUITE 800W

3. Date of Earliest Transaction
(Month/Day/Year)
08/17/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WASHINGTON, DC 20037

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/17/2015 | | G(1) | | 3,750 | D | \$ 0 9,255 |
| Common Stock | 08/17/2015 | | G(1) | | 3,750 | A | \$ 0 3,750 |
| Common Stock | 08/17/2015 | | G(2) | | 3,750 | D | \$ 0 5,505 |
| Common Stock | 08/17/2015 | | G(2) | | 3,750 | A | \$ 0 3,750 |
| Common Stock | 08/17/2015 | | G(3) | | 3,750 | D | \$ 0 0 |

Common Stock 08/17/2015 G⁽³⁾ 3,750 A \$ 0 7,500 I By LLC

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Zerhouni Elias A.
2200 PENNSYLVANIA AVENUE, NW
SUITE 800W
WASHINGTON, DC 20037

X

Signatures

/s/ James F. O'Reilly, attorney-in-fact for Elias A. Zerhouni,
M.D.

03/18/2016

__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).

This transaction involved a gift of securities by the reporting person to his spouse. The reporting person disclaims beneficial ownership of

(1) the shares held by his spouse, and this report should not be deemed an admission that the reporting person is the beneficial owner of his spouse's shares for purposes of Section 16 or any other purpose.

(2)

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The reporting person gifted 3,750 shares of issuer common stock to an LLC that he controls (the "LLC") by contributing 3,713 shares directly to the LLC and contributing 37 shares to a trust which in turn contributed such shares to the LLC. The reporting person has investment and voting control over all issuer securities held by the trust and the LLC and the reporting person's family members are the beneficiaries of the trust. The reporting person then contributed his membership interest in the LLC to the trust in exchange for assets of equivalent value.

- (3) The reporting person's spouse gifted 3,750 shares of issuer common stock to the LLC by contributing 3,713 shares directly to the LLC and contributing 37 shares to a trust which in turn contributed such shares to the LLC. The reporting person has investment and voting control over all issuer securities held by the trust and the LLC and the reporting person's family members are the beneficiaries of the trust. The reporting person's spouse then contributed her membership interest in the LLC to the trust in exchange for assets of equivalent value.

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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