DANAHER CORP /DE/

Form 4

January 04, 2017

FORM 4

Check this box

if no longer

subject to

Section 16.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SECURITIES

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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Number:

Expires:

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COMAS DANIEL L

2. Issuer Name and Ticker or Trading

DANAHER CORP /DE/ [DHR]

Issuer

Symbol

(Last)

(City)

Security

(Instr. 3)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

2200 PENNSYLVANIA AVENUE,

(Zip)

01/01/2017

Director 10% Owner X_ Officer (give title

(Check all applicable)

5. Relationship of Reporting Person(s) to

NW, SUITE 800W

below)

Other (specify

below) **EVP & CFO**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

WASHINGTON, DC 20037

1. Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code

(Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

Reported (A) Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number of 4. **Transaction**Derivative Code Securities

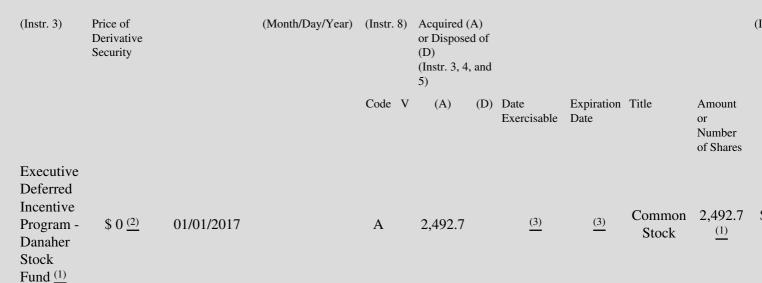
6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

D

S

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COMAS DANIEL L 2200 PENNSYLVANIA AVENUE, NW SUITE 800W WASHINGTON, DC 20037

EVP & CFO

Signatures

James F. O'Reilly, attorney-in-fact for Daniel L. Comas

01/04/2017

**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).

Compensation deferred or contributed into the Danaher stock fund (the "EDIP Stock Fund") included in Danaher's Executive Deferred Incentive Program (the "EDIP") is deemed to be invested in a number of unfunded, notional shares of Danaher common stock based on

- (1) the closing price of Danaher common stock as reported on the NYSE on the date such compensation is credited to the EDIP Stock Fund (or the closing price for the immediately preceding business day, if such date is not a business day). The price shown in Table II, Column 8 is the closing price per share of Danaher common stock applicable to the respective transaction date.
- (2) The notional shares convert on a one-for-one basis.
- (3) All contributions to the reporting person's EDIP Stock Fund are immediately vested. Upon termination of employment, the EDIP Stock Fund is settled in shares of Danaher common stock.

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.

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