

DANAHER CORP /DE/
Form SC 13D/A
March 07, 2003

OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 15)*

Danaher Corporation

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(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

23585110

(CUSIP Number)

Michael G. Ryan

2099 Pennsylvania Avenue, NW, 12th Floor

Washington, DC 20006-1813

(202) 828-0060

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

March 7, 2003

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box " .

Check the following box if a fee is being paid with the statement " . (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement , including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

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* 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).

SCHEDULE 13D

CUSIP No. 23585110

Page 2 of 8 Pages

1. Name of Reporting Person S.S. or I.R.S. Identification No. of above person

Equity Group Holdings LLC

2. Check the Appropriate Box if a Member of a Group*

(a) x

(b) ..

3. SEC Use Only

4. Source of Funds*

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

6. Citizenship or Place of Organization

USA

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 14,314,888

OWNED BY 8. Shared Voting Power

EACH

REPORTING None

PERSON 9. Sole Dispositive Power

WITH

14,314,888

10. Shared Dispositive Power

None

11. Aggregate Amount Beneficially Owned by Each Reporting Person

14,314,888

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

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

9.4%

14. Type of Reporting Person*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

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1. Name of Reporting Person S.S. or I.R.S. Identification No. of above person

Equity Group Holdings II LLC

2. Check the Appropriate Box if a Member of a Group*

(a) x

(b) ..

3. SEC Use Only

4. Source of Funds*

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

6. Citizenship or Place of Organization

USA

NUMBER OF SHARES

7. Sole Voting Power

BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,000,000

OWNED BY EACH REPORTING PERSON

8. Shared Voting Power

EACH

REPORTING PERSON

None

PERSON

9. Sole Dispositive Power

WITH

5,000,000

10. Shared Dispositive Power

None

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,000,000

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

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

3.3%

14. Type of Reporting Person*

OO

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SCHEDULE 13D

CUSIP No. 23585110

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1. Name of Reporting Person S.S. or I.R.S. Identification No. of above person

Equity Group Holdings III LLC

2. Check the Appropriate Box if a Member of a Group*

(a) x

(b) ..

3. SEC Use Only

4. Source of Funds*

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

6. Citizenship or Place of Organization

USA

NUMBER OF
SHARES

7. Sole Voting Power

BENEFICIALLY
OWNED BY

12,000,000

EACH
REPORTING
PERSON

8. Shared Voting Power

None

WITH

9. Sole Dispositive Power

12,000,000

10. Shared Dispositive Power

None

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,000,000

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

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

7.9%

14. Type of Reporting Person*

OO

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SCHEDULE 13D

CUSIP No. 23585110

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1. Name of Reporting Person S.S. or I.R.S. Identification No. of above person

Steven M. Rales

2. Check the Appropriate Box if a Member of a Group*

(a) x

(b) ..

3. SEC Use Only

4. Source of Funds*

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

6. Citizenship or Place of Organization

USA

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY 2,834,572

OWNED BY 8. Shared Voting Power

EACH

REPORTING 31,314,888

PERSON 9. Sole Dispositive Power

WITH

2,834,572

10. Shared Dispositive Power

31,314,888

11. Aggregate Amount Beneficially Owned by Each Reporting Person

34,149,460

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

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

22.4%

14. Type of Reporting Person*

IN

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SCHEDULE 13D

CUSIP No. 23585110

Page 6 of 8 Pages

1. Name of Reporting Person S.S. or I.R.S. Identification No. of above person

Mitchell P. Rales

2. Check the Appropriate Box if a Member of a Group*

(a) x

(b) ..

3. SEC Use Only

4. Source of Funds*

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

6. Citizenship or Place of Organization

USA

NUMBER OF
SHARES

7. Sole Voting Power

BENEFICIALLY
OWNED BY

1,967,162

EACH
REPORTING
PERSON

8. Shared Voting Power

31,314,888

9. Sole Dispositive Power

WITH

1,967,162

10. Shared Dispositive Power

31,314,888

11. Aggregate Amount Beneficially Owned by Each Reporting Person

33,282,050

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

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

21.8%

14. Type of Reporting Person*

IN

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This Amendment No. 15 to Schedule 13D is being filed to reflect transfers pursuant to charitable giving, family and estate planning matters and dispositions pursuant to employee benefit plans. This Amendment No. 15 to Schedule 13D amends and supplements, in accordance with Rule 13d-2, the Schedule 13D and amendments thereto previously filed by and on behalf of the Reporting Persons.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and supplemented as follows:

As of the date hereof, Equity Group Holdings LLC is the beneficial owner of 14,314,888 Shares, representing approximately 9.4% of the 152,532,000 Shares outstanding on December 31, 2002, as represented in Exhibit 99.1 of the Issuer's Form 8-K filed on January 30, 2003. As of the date hereof, Equity Group Holdings II LLC is the beneficial owner of 5,000,000 Shares representing approximately 3.3% of the 152,532,000 Shares outstanding on December 31, 2002, as represented in Exhibit 99.1 of the Issuer's Form 8-K filed on January 30, 2003. As of the date hereof, Equity Group Holdings III LLC is the beneficial owner of 12,000,000 Shares representing approximately 7.9% of the 152,532,000 Shares outstanding on December 31, 2002, as represented in Exhibit 99.1 of the Issuer's Form 8-K filed on January 30, 2003. As of the date hereof, Steven M. Rales is the beneficial owner of 34,149,460 Shares representing approximately 22.4% of the 152,532,000 Shares outstanding on December 31, 2002, as represented in Exhibit 99.1 of the Issuer's Form 8-K filed on January 30, 2003. As of the date hereof, Mitchell P. Rales is the beneficial owner of 33,282,050 Shares representing approximately 21.8% of the 152,532,000 Shares outstanding on December 31, 2002, as represented in Exhibit 99.1 of the Issuer's Form 8-K filed on January 30, 2003. The Shares beneficially owned by each of Steven M. Rales and Mitchell P. Rales include Shares pledged as collateral to secure a loan of Shares to each of them by Capital Yield Corporation.

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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.

Dated: March 7, 2003

By: /s/ Steven M. Rales

Steven M. Rales

By: /s/ Mitchell P. Rales

Mitchell P. Rales

EQUITY GROUP HOLDINGS
LLC

By: /s/ Michael G. Ryan

Michael G. Ryan,
Vice President

EQUITY GROUP HOLDINGS II
LLC

By: /s/ Michael G. Ryan

Michael G. Ryan,
Vice President

EQUITY GROUP HOLDINGS III
LLC

By: /s/ Michael G. Ryan

Michael G. Ryan,
Vice President