

Joyce Thomas Patrick JR
Form 4
April 30, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Joyce Thomas Patrick JR

(Last) (First) (Middle)

2200 PENNSYLVANIA AVENUE,
NW, SUITE 800W

(Street)

WASHINGTON, DC 20037

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DANAHER CORP /DE/ [DHR]

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

04/29/2019

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)

President and CEO

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)
Common Stock	04/29/2019		M	87,444	A \$ 46.13 302,377	D	
Common Stock	04/29/2019		S	84,744	D \$ 131.289 217,633	D	
Common Stock	04/29/2019		S	2,700	D \$ 131.849 214,933	D	
Common Stock	04/29/2019		M	99,516	A \$ 50.8 314,449	D	
	04/29/2019		S	96,434	D 218,015	D	

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Common Stock					\$ 131.288 (3)			
Common Stock	02/24/2019		S	3,082	D	\$ 131.841 (4)	214,933	D
Common Stock							4,514.965	I By 401K

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 46.13	04/29/2019		M		87,444		<u>(5)</u>	02/21/2023	Common Stock	87,444
Employee stock option (right to buy)	\$ 50.8	04/29/2019		M		99,516		<u>(6)</u>	07/30/2023	Common Stock	99,516

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Joyce Thomas Patrick JR 2200 PENNSYLVANIA AVENUE, NW SUITE 800W	X President and CEO

WASHINGTON, DC 20037

Signatures

James F. O'Reilly, attorney-in-fact for Thomas P.
Joyce, Jr.

04/30/2019

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.74 to \$131.73, inclusive. The reporting person undertakes to provide to Danaher Corporation, any securityholder of Danaher Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnotes to this Form 4.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.76 to \$131.91, inclusive.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.74 to \$131.73, inclusive.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.75 to \$131.91 inclusive.
 - (5) One half of the options granted become exercisable on each of the fourth and fifth anniversaries of the grant date, which is February 21, 2013.
 - (6) One half of the options granted become exercisable on each of the third, fourth and fifth anniversaries of the grant date, which is July 30, 2013.

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.