

DANAHER CORP /DE/

Form 3

January 04, 2017

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Blair Rainer

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/01/2017

3. Issuer Name **and** Ticker or Trading Symbol
DANAHER CORP /DE/ [DHR]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Executive Vice President

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person2200 PENNSYLVANIA
AVENUE, NW,Â SUITE 800W

(Street)

WASHINGTON,Â DCÂ 20037

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

25,086

D

Â

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Exercisable

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

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	02/24/2016 ⁽¹⁾	02/24/2026	Common Stock	35,067	\$ 65.95	D	Â
Employee Stock Option (Right to Buy)	11/15/2015 ⁽¹⁾	11/15/2025	Common Stock	21,447	\$ 70.75	D	Â
Employee Stock Option (Right to Buy)	02/24/2015 ⁽¹⁾	02/24/2025	Common Stock	19,345	\$ 65.83	D	Â
Employee Stock Option (Right to Buy)	05/15/2014 ⁽¹⁾	05/15/2024	Common Stock	22,439	\$ 56.7	D	Â
Employee Stock Option (Right to Buy)	02/24/2014 ⁽²⁾	02/24/2024	Common Stock	11,028	\$ 57.9	D	Â
Employee Stock Option (Right to Buy)	11/01/2013 ⁽²⁾	11/01/2023	Common Stock	7,127	\$ 54.93	D	Â
Employee Stock Option (Right to Buy)	02/21/2013 ⁽²⁾	02/21/2023	Common Stock	13,672	\$ 46.13	D	Â
Employee Stock Option (Right to Buy)	02/23/2012 ⁽¹⁾	02/23/2022	Common Stock	15,775	\$ 40.45	D	Â
Employee Stock Option (Right to Buy)	02/23/2012 ⁽²⁾	02/23/2022	Common Stock	15,775	\$ 40.45	D	Â
Employee Stock Option (Right to Buy)	02/23/2011 ⁽²⁾	02/23/2021	Common Stock	8,264	\$ 37.51	D	Â
Employee Stock Option (Right to Buy)	07/27/2010 ⁽²⁾	07/27/2020	Common Stock	11,266	\$ 28.98	D	Â
Executive Deferred Incentive Program- Danaher StockFund ⁽³⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	5,463.061	\$ 0 ⁽⁵⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blair Rainer 2200 PENNSYLVANIA AVENUE, NW SUITE 800W WASHINGTON,Â DCÂ 20037	Â	Â	Â Executive Vice President	Â

Signatures

James F. O'Reilly, attorney-in-fact for
Rainer Blair

01/04/2017

⁽³⁾Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Date shown is grant date. One-third of the options became or becomes exercisable on each of the third, fourth and fifth anniversaries of the grant date.
- (2) Date shown is grant date. Twenty percent of the options became or becomes exercisable on each of the first five anniversaries of the grant date.

- (3) 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 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 reporting person immediately vests in 100% of each voluntary contribution to the EDIP Stock Fund. The reporting person will vest in all company contributions to the EDIP Stock Fund as follows: 100% upon the earlier of the reporting person's death, or upon retirement
- (4) following at least 5 years of service with Danaher and reaching the age of 55, or, if earlier, one-tenth per year of participation following five years of participation, in each case in accordance with the plan. Upon termination of employment, the vested portion of the EDIP Stock Fund is settled in Danaher common stock.

- (5) The notional shares convert on a one-for-one basis.

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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