

McGrew Matthew
Form 3
January 03, 2019

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

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â McGrew Matthew | | (Month/Day/Year) | DANAHER CORP /DE/ [DHR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 2200 PENNSYLVANIA AVENUE, NW, Â SUITE 800W | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| WASHINGTON, Â DC Â 20037 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | EVP & Chief Financial Officer | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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 | 24,166 | D | Â |
| Common Stock | 8,706.179 | I | By 401K |

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

SEC 1473 (7-02)

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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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---|---------------------------|------------------|--------------|----------------------------|---------------------|---|---|
| Employee Stock Option (Right to Buy) | 02/24/2018 ⁽²⁾ | 02/24/2028 | Common Stock | 30,890 | \$ 99.33 | D | Â |
| Employee Stock Option (Right to Buy) | 02/24/2017 ⁽²⁾ | 02/24/2027 | Common Stock | 13,860 | \$ 86.08 | D | Â |
| Employee Stock Option (Right to Buy) | 11/15/2015 ⁽¹⁾ | 11/15/2025 | Common Stock | 42,882 | \$ 70.75 | D | Â |
| Employee Stock Option (Right to Buy) | 02/24/2015 ⁽²⁾ | 02/24/2025 | Common Stock | 8,211 | \$ 65.83 | D | Â |
| Employee Stock Option (Right to Buy) | 05/15/2014 ⁽¹⁾ | 05/15/2024 | Common Stock | 11,213 | \$ 56.7 | D | Â |
| Employee Stock Option (Right to Buy) | 02/24/2014 ⁽²⁾ | 02/24/2024 | Common Stock | 7,722 | \$ 57.9 | D | Â |
| Employee Stock Option (Right to Buy) | 02/21/2013 ⁽²⁾ | 02/21/2023 | Common Stock | 6,836 | \$ 46.13 | D | Â |
| Employee Stock Option (Right to Buy) | 02/21/2013 ⁽¹⁾ | 02/23/2023 | Common Stock | 5,474 | \$ 46.13 | D | Â |
| Employee Stock Option (Right to Buy) | 02/23/2012 ⁽²⁾ | 02/23/2022 | Common Stock | 7,894 | \$ 40.45 | D | Â |
| Employee Stock Option (Right to Buy) | 02/23/2011 ⁽²⁾ | 02/23/2021 | Common Stock | 8,542 | \$ 37.51 | D | Â |
| Employee Stock Option (Right to Buy) | 02/23/2010 ⁽²⁾ | 02/23/2020 | Common Stock | 9,176 | \$ 28.23 | D | Â |
| Executive Deferred Incentive Program-Danaher StockFund ⁽³⁾ | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 1,668.722 | \$ 0 ⁽⁵⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McGrew Matthew 2200 PENNSYLVANIA AVENUE, NW SUITE 800W WASHINGTON, DC 20037 | Â | Â | Â EVP & Chief Financial Officer | Â |

Signatures

James F. O'Reilly, attorney-in-fact for Matthew McGrew

01/03/2019

 **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 originally granted became or become 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 originally granted became or become 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. 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.