

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>DANAHER CORPORATION & SUBSIDIARIES RETIREMENT AND SAVINGS PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>01/01/1988</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>DANAHER CORPORATION</u> <u>2200 PENNSYLVANIA AVE NW STE 800W</u> <u>WASHINGTON, DC 20037-1701</u>	2b Employer Identification Number (EIN) <u>59-1995548</u> 2c Sponsor's telephone number <u>202-828-0850</u> 2d Business code (see instructions) <u>335900</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/16/2012</u>	<u>CONSTANCE BARBER, DANAHER CORP</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/16/2012</u>	<u>CONSTANCE BARBER, DANAHER CORP</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") DANAHER CORPORATION 2200 PENNSYLVANIA AVE NW STE 800W WASHINGTON, DC 20037-1701	3b Administrator's EIN 59-1995548 3c Administrator's telephone number 202-828-0850
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	1781
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	1200
b Retired or separated participants receiving benefits.....	6b	62
c Other retired or separated participants entitled to future benefits.....	6c	368
d Subtotal. Add lines 6a , 6b , and 6c	6d	1630
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	19
f Total. Add lines 6d and 6e	6f	1649
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1524
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	21

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2G 2J

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)

(2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
(2) ☐ **I** (Financial Information – Small Plan)
(3) ☐ **A** (Insurance Information)
(4) ☒ **C** (Service Provider Information)
(5) ☒ **D** (DFE/Participating Plan Information)
(6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>DANAHER CORPORATION & SUBSIDIARIES RETIREMENT AND SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DANAHER CORPORATION</u>	D Employer Identification Number (EIN) <u>59-1995548</u>

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation <u>FIDELITY INV INSTITUTIONAL OP CO IN</u>

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PARKER HUDSON RAINER DOBB

58-1423485

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	ATTORNEY	16428	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INV INSTITUTIONAL OP CO IN	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>ABF SM CAP VAL INV-BOSTON FIN DATA</p> <p>04-2526037</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>.40%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INV INSTITUTIONAL OP CO IN</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>AF GROWTH OF AMERICA R5-AMERICAN FU</p> <p>95-2566717</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>.05%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INV INSTITUTIONAL OP CO IN</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>AF GROWTH OF AMERICA R4-AMERICAN FU</p> <p>95-2566717</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>.35%</p>		

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation DODGE & COX INTERNATIONAL PO BOX 8480 BOSTON, MA 02266 </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. .10% </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL </div> <div style="width: 20%; text-align: center;"> (b) Service Codes (see instructions) 60 </div> <div style="width: 20%; text-align: center;"> (c) Enter amount of indirect compensation 0 </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation FRANKLIN SMALL MID CAP 94-3167260 </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. .40% </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL </div> <div style="width: 20%; text-align: center;"> (b) Service Codes (see instructions) 60 </div> <div style="width: 20%; text-align: center;"> (c) Enter amount of indirect compensation 0 </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> (d) Enter name and EIN (address) of source of indirect compensation JANUS WORLDWIDE - JANUS 43-1804048 </div> <div style="width: 40%;"> (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. .35% </div> </div>		

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>LM CM VALUE FI - BOSTON PO BOX 8480 BOSTON, MA 02266</p>		
		.40%
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
60		0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>PIMCO TOTAL RETURN INST 330 W 9TH STREET KANSAS CITY, MO 66160</p>		
		.01%
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
60		0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>TEMPLETON WORLD A - FRANKLIN</p> <p>94-3167260</p>		
		.40%
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p>		

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2011 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>DANAHER CORPORATION & SUBSIDIARIES RETIREMENT AND SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>DANAHER CORPORATION</u>	D Employer Identification Number (EIN) <u>59-1995548</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY GRP TRST EMPL BN PL MIP II

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN <u>04-3022712-025</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>15381612</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011	
A Name of plan DANAHER CORPORATION & SUBSIDIARIES RETIREMENT AND SAVINGS PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 DANAHER CORPORATION	D Employer Identification Number (EIN) 59-1995548

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	51520	6183
(2) Participant contributions	1b(2)	49943	5923
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	9523458	7448910
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		4893828
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	2924868	2495977
(9) Value of interest in common/collective trusts.....	1c(9)	14590276	15764640
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	39741570	28183536
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		93103

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	12740082	11131535
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	79621717	70023635

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	1960	575
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1960	575

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	79619757	70023060
---	-----------	----------	----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	3037605	
(B) Participants	2a(1)(B)	2774864	
(C) Others (including rollovers)	2a(1)(C)	11493	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		5823962

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	13411	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	118349	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		131760
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	21393	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1127281	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1148674
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	4356123	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	4241255	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		114868

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	29959	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		29959
(6) Net investment gain (loss) from common/collective trusts	2b(6)		493436
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		-2525881
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		-823
d Total income. Add all income amounts in column (b) and enter total.....	2d		5215955

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14763060	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		14763060
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		17038
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	32554	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		32554
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		14812652

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-9596697
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ERNST & YOUNG LLP

(2) EIN: 34-6565596

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>DANAHER CORPORATION & SUBSIDIARIES RETIREMENT AND SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DANAHER CORPORATION</u>	D Employer Identification Number (EIN) <u>59-1995548</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6798195</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>235</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

AUDITED FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

Danaher Corporation & Subsidiaries Retirement and
Savings Plan

As of December 31, 2011 and 2010 and for the
Year Ended December 31, 2011

With Report of Independent Registered Public
Accounting Firm

Ernst & Young LLP

 **ERNST & YOUNG**

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Audited Financial Statements and Supplemental Schedule

As of December 31, 2011 and 2010 and for the Year Ended December 31, 2011

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Report of Independent Registered Public Accounting Firm

Plan Administrator

Danaher Corporation & Subsidiaries Retirement and Savings Plan

We have audited the accompanying statements of net assets available for benefits of Danaher Corporation & Subsidiaries Retirement and Savings Plan as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2011 and 2010, and the changes in its net assets available for benefits for the year ended December 31, 2011, in conformity with accounting principles generally accepted in the United States.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2011, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Ernst & Young LLP

June 26, 2012

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Statements of Net Assets Available for Benefits (\$ in Millions)

	December 31	
	2011	2010
Assets		
Investments, at fair value	\$ 67.5	\$ 76.6
Receivables:		
Notes receivable from participants	2.7	3.1
Total receivables	2.7	3.1
Total assets	70.2	79.7
Net assets reflecting investments at fair value	70.2	79.7
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(0.4)	(0.1)
Net assets available for benefits	\$ 69.8	\$ 79.6

See accompanying notes.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2011

(\$ in Millions)

Additions

Contributions:

Participant	\$ 2.8
Employer	3.1
Total contributions	<u>5.9</u>

Interest and dividend income	<u>1.5</u>
Total additions	7.4

Deductions

Benefit payments	14.8
Net realized and unrealized depreciation in fair value of investments	<u>2.4</u>
Total deductions	<u>17.2</u>

Net decrease in assets available for benefits	(9.8)
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Net assets available for benefits:

Beginning of year	79.6
End of year	<u>\$ 69.8</u>

See accompanying notes.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements

December 31, 2011 and 2010

1. Description of Plan

The Danaher Corporation & Subsidiaries Retirement and Savings Plan (the Plan) is a defined contribution plan established for eligible full-time and part-time union employees of Danaher Corporation (the Company), effective December 1, 1986. Danaher Corporation is the Plan Sponsor. Plan participants should refer to the formal legal documents of the Plan and Summary Plan Description for a more complete description of the Plan's provisions and a full explanation of all limitations, adjustments and special cases in the Plan. Significant provisions related to contributions, benefit payments, and investments are provided below. The Plan is administered through the trustee and record-keeper, Fidelity Management Trust Company (Fidelity).

Contributions

Eligible employees may contribute a portion of their compensation (subject to annual maximums). Employees are eligible for Company contributions upon completion of one year of service. Employee contributions and the earnings or losses thereon are fully vested at all times.

The Company's matching and unilateral contributions are determined at the discretion of the Plan Sponsor. The matching contribution can range from 0% to 50% of the first 6% of compensation contributed by the employee, and the unilateral contribution can range from 0% to 3% of total compensation. For the year ended December 31, 2011, the Company's matching contribution was equal to 50% of the first 6% of the compensation contributed by the employee. The Company's unilateral contribution was 3% of total compensation. Employees become fully vested with respect to the employer contributions upon completion of three years of service.

Benefit Payments

A participant who attains normal retirement age shall be entitled to payment of the balance in his or her account. A participant who remains employed after attainment of normal retirement age shall continue to participate under the same terms and conditions as applied prior to reaching normal retirement age.

A participant must begin receiving distributions upon April 1 of the calendar year following the later of the date his or her employment terminates or the calendar year in which he or she reaches the age of 70 ½.

Upon total and permanent disability, a participant shall be entitled to payment of the balance in his or her account within a reasonable period of time after termination of employment.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

The beneficiary or beneficiaries of a deceased participant shall be entitled to payment of the participant's account balance within a reasonable period of time after the participant's death.

Upon a participant's termination of employment for reasons other than as specified above, a participant is entitled to payment of his or her vested account balance.

The plan administrator may permit a participant to make a withdrawal from his or her account in the event of a hardship. A hardship withdrawal shall not exceed the amount required to meet the immediate financial need created by the hardship. Participants may also make in-service withdrawals generally from contributions transferred or rolled over into the Plan from other plans.

Participant Loans

A participant may receive a loan from the Plan in accordance with the policy established by the Plan Sponsor. Any such loan or loans shall not exceed the lesser of 50% of the participant's vested account balance or \$50,000. Participants will not be entitled to receive a loan more frequently than annually. The plan administrator shall establish the maximum maturity period that will be permitted to prevent the loan from being treated as a distribution. Current procedures require that all loans must be paid back within 60 months. The plan administrator may require loan payments to be made through payroll deductions.

Participant Accounts

Each participant account is credited with the participant's contributions, any employer matching and unilateral contributions, and an allocation of Plan earnings and losses, and is charged with an administrative expense fee. Allocations are based on account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the Plan Sponsor, as provided by the Plan's provisions. Administrative expenses paid by the Plan include recordkeeping and trustee fees. Expenses relating to purchases, sales or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate. All other administrative expenses of the Plan are paid by the Plan Sponsor.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Forfeited Accounts

At December 31, 2011 and 2010, forfeited non-vested accounts totaled \$231,793 and \$605,070 respectively. These accounts will be used to reduce future employer contributions and to pay administrative expenses.

Termination of the Plan

Although the Company, as the Plan's sponsor, has not expressed an intention to do so, the Plan may be terminated at any time. In the event of termination of the Plan, the account balances of participants as of the date of termination shall immediately become nonforfeitable.

2. Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Interest income on notes receivable from participants of \$118,349 for 2011 is included in interest and dividend income. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2011 or 2010. If a participant ceases to make loan repayments and has reached a distributable event, the loan balance is reduced and a benefit payment is recorded.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and supplemental schedule. Actual results could differ from those estimates.

Investments

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

The Plan invests in the Fidelity Managed Income Portfolio II (Fidelity MIP II), which consists primarily of fully benefit-responsive investment contracts. As required by the accounting standards related to defined contribution plans, the statements of net assets available for benefits present the fair value of the Fidelity MIP II and the adjustment from fair value to contract value. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value of the Fidelity MIP II represents contributions plus earnings, less participant withdrawals and administrative expenses.

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. The income of each fund is reinvested in that fund.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

3. Tax Status of the Plan

The Plan has received a determination letter from the Internal Revenue Service dated September 23, 2009, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to the issuance of this determination letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Sponsor believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

U.S. generally accepted accounting principles require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Sponsor has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Sponsor believes it is no longer subject to income tax examinations for years prior to 2008.

4. Investments

The fair value of investments representing 5% or more of the Plan's net assets is as follows (\$ in millions):

	December 31	
	2011	2010
Danaher Corporation Stock Fund	\$ 11.1	\$ 12.7
Fidelity Equity-Income Fund – Class K	3.6	4.2
Fidelity Magellan Fund – Class K	*	8.1
Fidelity Managed Income Portfolio II – Class 3 (at contract value) (a)	15.4	14.5
Fidelity Freedom K 2020	4.9	4.6
Fidelity Institutional Money Market Fund	7.4	9.5

**Less than 5% in period presented.*

(a) The fair value of the Plan's investment in Fidelity Managed Income Portfolio II – Class 3 was \$15.8 million and \$14.6 million at December 31, 2011 and 2010, respectively.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

4. Investments (continued)

During the year ended December 31, 2011, the Plan's investments (including gains and losses on investments bought and sold as well as held during the year) depreciated in fair value by \$2.4 million as follows (\$ in millions):

	Year Ended December 31, 2011
Danaher Corporation Stock Fund	\$ (0.1)
Mutual funds	(2.5)
Common stock	0.2
	<u>\$ (2.4)</u>

5. New Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Value Measurements* (ASU 2010-06). ASU 2010-06 amended ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The requirement to present changes in Level 3 measurements on a gross basis is effective for reporting periods beginning after December 15, 2010. Since ASU 2010-06 only affects fair value measurement disclosures, adoption of ASU 2010-06 did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04). ASU 2011-04 amendments result in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between U.S. GAAP and International Financial Reporting Standards (IFRSs). The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The Plan is currently evaluating the impact of adopting ASU 2011-04 on the Plan's financial statements.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

6. Fair Value Measurements

Accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy included in the accounting standards are described below:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation techniques and inputs used for each major class of assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

6. Fair Value Measurements (continued)

Money market funds: Valued at quoted prices in an active market, which represent the net asset value (NAV) of shares held by the plan at year-end.

Mutual funds: Valued at quoted prices in an active market, which represent the NAV of shares held by the plan at year-end.

Danaher Corporation Stock Fund: Consists of shares of the Company's stock and nominal cash balance and is valued based on the quoted market price of the Company's common stock and the cost of short-term money market investments, which represents the NAV of share units held by the Plan at year-end.

Common/collective trusts: Includes a common/collective trust fund that is designed to deliver safety and stability by preserving principal and accumulating earnings. This fund is primarily invested in fully benefit-responsive investment contracts (see Note 2). Participant-directed redemptions have no restrictions; however, the Plan is required to provide a one year redemption notice to liquidate its entire share in the fund. The fair value of this fund has been estimated based on the fair value of the underlying investment contracts in the fund as reported by the issuer of the fund. The fair value differs from the contract value. As previously discussed in Note 2, contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

Common stock: Valued at the quoted closing price reported on the active market on which the individual securities are traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

6. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2011 and 2010:

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
	(\$ in Millions)			
Cash	\$ 0.1	\$ —	\$ —	\$ 0.1
Money market trust	7.4	—	—	7.4
Mutual funds:				
Blended funds	27.1	—	—	27.1
International funds	1.1	—	—	1.1
Danaher Corporation Stock Fund	11.1	—	—	11.1
Common/collective trust	—	15.8	—	15.8
Common stock	4.9	—	—	4.9
Total investments at fair value	\$ 51.7	\$ 15.8	\$ —	\$ 67.5

	December 31, 2010			
	Level 1	Level 2	Level 3	Total
	(\$ in Millions)			
Money market trust	\$ 9.5	\$ —	\$ —	\$ 9.5
Mutual funds:				
Blended funds	38.4	—	—	38.4
International funds	1.4	—	—	1.4
Danaher Corporation Stock Fund	12.7	—	—	12.7
Common/collective trust	—	14.6	—	14.6
Total investments at fair value	\$ 62.0	\$ 14.6	\$ —	\$ 76.6

For the year ended December 31, 2011, there were no investments transferred between Levels.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

7. Party-in-Interest Transactions

Certain Plan investments are held in shares of mutual funds managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these qualify as party-in-interest transactions. Additionally, as of December 31, 2011 and 2010, the Plan invested in 234,308 and 267,660 shares, respectively, of Danaher Corporation common stock as part of the Danaher Corporation Stock Fund. During the year ended December 31, 2011, the Plan received \$21,393 of dividends on shares of Danaher Corporation common stock. Therefore, these transactions qualify as party-in-interest.

8. Differences Between Financial Statements and Form 5500

The accompanying financial statements present fully benefit responsive investment contracts at contract value. The Form 5500 requires fully benefit responsive contracts to be reported at fair value. Therefore, the adjustment from contract value to fair value for fully benefit responsive investment contracts represents a reconciling item.

The participant loan balance shown in the accompanying financial statements includes loans with no post-default payments. A deemed distribution occurs when a participant loan goes into default but the participant is not eligible for a plan distribution. The Form 5500 excludes the value of any outstanding loans that were deemed distributions in the current or prior years unless repayment was initiated. Therefore, the value of loans with no post-default payments represents a reconciling item.

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31	
	2011	2010
Net assets available for benefits per the financial statements	\$ 69,791,043	\$ 79,638,791
Loans with no post-default payment activity that are deemed distributions	(151,011)	(163,103)
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	383,028	144,069
Net assets available for benefits per the Form 5500	<u>\$ 70,023,060</u>	<u>\$ 79,619,757</u>

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

8. Differences Between Financial Statements and Form 5500 (continued)

The following is a reconciliation of total additions and benefits paid to participants per the financial statements to total income and benefits paid in the Form 5500 for the year ended December 31, 2011:

Total additions per the financial statements	\$ 7,358,523
Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2011	383,028
Less: Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2010	(144,069)
Less: Net realized and unrealized depreciation in fair value of investments	<u>(2,381,527)</u>
Total income per the Form 5500	<u>\$ 5,215,955</u>
Benefits paid to participants per the financial statements	\$ 14,792,190
Loan defaults previously deemed distributed that reached a distributable event	<u>(29,130)</u>
Benefits paid to participants per the Form 5500	<u>\$ 14,763,060</u>

9. Subsequent Events

Management evaluated subsequent events for the Plan through June 26, 2012, the date the financial statements were available to be issued.

Supplemental Schedule

Danaher Corporation & Subsidiaries Retirement and Savings Plan

EIN #59-1995548 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held At End of Year)

December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Money Market Fund				
*	Fidelity Institutional Money Market Fund	7,414,284	shares	**
	TRP-JP Morgan US Govt Institutional Shs	40,258	shares	**
				\$ 7,414,428
				34,482
				7,448,910
Common/Collective Trust				
*	Fidelity Managed Income Portfolio II Class 3 (at FMV)	15,381,612	units	**
				15,764,640
Unitized Stock Fund				
*	Danaher Corporation Stock Fund	234,308	units	**
				11,131,535
Registered Investment Companies				
	American Beacon Small Cap Value Institutional Class	26,497	units	**
	American Funds The Growth Fund of America Class R6	45,105	units	**
	Dodge & Cox International Stock	2,384	units	**
*	Fidelity Diversified International Fund Class K	41,624	units	**
*	Fidelity Equity Income Fund Class K	87,089	units	**
*	Fidelity Freedom K Income	54,884	units	**
*	Fidelity Freedom K 2005	2,027	units	**
*	Fidelity Freedom K 2010	184,295	units	**
*	Fidelity Freedom K 2015	81,859	units	**
*	Fidelity Freedom K 2020	391,092	units	**
*	Fidelity Freedom K 2025	38,363	units	**
*	Fidelity Freedom K 2030	168,454	units	**
*	Fidelity Freedom K 2035	15,911	units	**
*	Fidelity Freedom K 2040	74,391	units	**
*	Fidelity Freedom K 2045	9,659	units	**
*	Fidelity Freedom K 2050	8,758	units	**
*	Fidelity Freedom K 2055	108	units	**
*	Fidelity Low-Priced Stock Fund Class K	57,199	units	**
	Franklin Small Mid-Cap Growth Advisor Class	29,947	units	**
	Franklin Templeton World Fund Advisor Class	100,920	units	**
	PIMCO Total Return Institutional Class	246,192	units	**
*	Spartan 500 Index Fund Institutional Class	33,653	units	**
	Vanguard Inflation-Protected Securities	28,680	units	**
				323,800
				28,183,536

Danaher Corporation & Subsidiaries Retirement and Savings Plan

EIN #59-1995548

Plan #001

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Common Stock				
	Accenture Plc Cl A	565 shares	**	\$ 30,069
	Air Products & Chemicals Inc	254 shares	**	21,637
	Alexion Pharmaceutical	293 shares	**	20,978
	Allergan Inc	495 shares	**	43,416
	Altera Corporation	355 shares	**	13,159
	Amazon Com Inc	1,104 shares	**	191,018
	American Express	1,401 shares	**	66,099
	American Tower Corp	1,852 shares	**	111,158
	Ameriprise Financial Inc	473 shares	**	23,476
	Apple Inc	1,003 shares	**	406,132
	Autodesk Inc	626 shares	**	18,993
	Baidu Inc Adr	985 shares	**	114,756
	Baker Hughes Inc	390 shares	**	18,957
	Baxter International Inc	350 shares	**	17,334
	Bed, Bath & Beyond	596 shares	**	34,524
	Biogen Idec Inc	482 shares	**	53,010
	Blackrock Inc	22 shares	**	3,903
	Boeing Company	574 shares	**	42,077
	Broadcom Corp-Cl A	1,822 shares	**	53,484
	Cameron International Corp	740 shares	**	36,403
	Cardinal Health Inc	950 shares	**	38,590
	Carnival Corporation Paired Certificate	1,314 shares	**	42,879
	Caterpillar Inc Del	201 shares	**	18,250
	Cbre Group Inc	70 shares	**	1,066
	Celgene Corp	1,020 shares	**	68,973
	Chipotle Mexican Grill	96 shares	**	32,537
	CME Group Inc	13 shares	**	3,201
	Coach Inc	486 shares	**	29,670
	Coca Cola Company	13 shares	**	919
	Concho Resources Inc	407 shares	**	38,180
	Covidien Plc	131 shares	**	5,913
	Cummins Inc	79 shares	**	6,938
	Deere & Company	79 shares	**	6,097
	Devon Energy Corporation	13 shares	**	814

Danaher Corporation & Subsidiaries Retirement and Savings Plan

EIN #59-1995548 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Common Stock (continued)				
	Discovery Communications-C	990 shares	**	\$ 37,310
	Disney (Walt) Co	758 shares	**	28,409
	Dollar Tree Inc	48 shares	**	4,003
	eBay Inc	1,738 shares	**	52,728
	Ecolab Inc	123 shares	**	7,088
	Edwards Lifesciences Corporation	22 shares	**	1,548
	EMC Corporation	2,168 shares	**	46,690
	Emerson Electric Co	293 shares	**	13,669
	EOG Resources Inc	534 shares	**	52,628
	EQT Corporation	315 shares	**	17,275
	Expeditors International of Washington Inc	495 shares	**	20,268
	Express Scripts Inc	1,266 shares	**	56,557
	Fastenal Company	1,835 shares	**	80,016
	FedEx Corporation	959 shares	**	80,087
	Fiserv Inc	66 shares	**	3,858
	FMC Technologies Inc	596 shares	**	31,105
	Fossil Incorporated	350 shares	**	27,802
	Franklin Resources Inc	863 shares	**	82,868
	General Electric Co	320 shares	**	5,725
	Gilead Sciences Inc	127 shares	**	5,198
	Goldman Sachs Group Inc	9 shares	**	792
	Google Inc Cl A	455 shares	**	294,155
	Groupon Inc	390 shares	**	8,040
	Halliburton Co	88 shares	**	3,022
	Hansen Natural Corp	105 shares	**	9,684
	Home Depot Inc	153 shares	**	6,443
	Honeywell International Inc	626 shares	**	34,034
	Intercontinentalexchange Inc	315 shares	**	38,008
	International Business Machines	39 shares	**	7,247
	Intuit Inc	271 shares	**	14,278
	Invesco Ltd	2,360 shares	**	47,418
	Johnson Controls Inc	955 shares	**	29,842
	Joy Global Inc	280 shares	**	21,011
	JP Morgan Chase & Co	267 shares	**	8,882

Danaher Corporation & Subsidiaries Retirement and Savings Plan

EIN #59-1995548 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Common Stock (continued)				
	Juniper Networks Inc	1,463 shares	**	\$ 29,852
	Kansas City Southern	175 shares	**	11,913
	Las Vegas Sands Corp	1,371 shares	**	58,567
	Liberty Interactive Corp	1,213 shares	**	19,669
	Limited Brands Inc	140 shares	**	5,654
	LinkedIn Corp	88 shares	**	5,518
	Marriott International Inc New Cl A	1,476 shares	**	43,047
	Marsh & McLennan Co Inc	276 shares	**	8,723
	Mastercard Inc-Cl A	381 shares	**	142,035
	McDonalds Corp	547 shares	**	54,918
	Mckesson Corp	1,213 shares	**	94,504
	Monsanto Co New	657 shares	**	46,026
	Nike Inc Class B	639 shares	**	61,613
	Northern Trust Corp	346 shares	**	13,720
	Occidental Petroleum	600 shares	**	47,964
	Omnicom Group	289 shares	**	27,081
	O'Reilly Automotive Inc	258 shares	**	11,518
	Peabody Energy	692 shares	**	22,908
	Pioneer Natural Resources Co	140 shares	**	12,539
	Potash Corp Saskatchewan	35 shares	**	1,446
	Praxair Inc	1,156 shares	**	123,583
	Precision Castparts Corp	517 shares	**	85,151
	Priceline Com Inc	245 shares	**	114,694
	Procter & Gamble	13 shares	**	876
	Prudential Financial Inc	469 shares	**	23,484
	Qualcomm Inc	2,181 shares	**	119,287
	Ralph Lauren Corp	372 shares	**	51,396
	Range Resources Corp	372 shares	**	23,055
	Roper Industries Inc	197 shares	**	17,118
	Salesforce Com Inc	70 shares	**	7,109
	Schlumberger Ltd	1,629 shares	**	111,277
	Sherwin-Williams Company	48 shares	**	4,300
	Shire Plc Adr	9 shares	**	910
	Stanley Black & Decker Inc	188 shares	**	12,729

Danaher Corporation & Subsidiaries Retirement and Savings Plan

EIN #59-1995548 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Common Stock (continued)				
	Starbucks Corporation	2,373 shares	**	\$ 109,202
	Starwood Hotels & Resorts Worldwide Inc	911 shares	**	43,693
	State Street Corporation	508 shares	**	20,476
	Stryker Corp	543 shares	**	26,992
	TD Ameritrade Holding Corporation	241 shares	**	3,769
	Tencent Holdings Ltd	2,115 shares	**	42,510
	Thermo Fisher Scientific Inc	298 shares	**	13,391
	Tiffany & Company	149 shares	**	9,865
	Union Pacific Corp	797 shares	**	84,432
	Unitedhealth Group Inc	688 shares	**	50,250
	United Technologies	328 shares	**	16,645
	US Bancorp	1,174 shares	**	31,745
	Visa Inc-Class A Shrs	701 shares	**	71,136
	Weight Watchers Intl Inc	83 shares	**	4,577
	Wells Fargo Company	232 shares	**	6,396
	Western Union Co	44 shares	**	800
	Whole Foods Market Inc	442 shares	**	30,774
	W W Grainger Inc	210 shares	**	39,346
	Wynn Resorts Ltd	105 shares	**	11,612
	Xilinx Inc	915 shares	**	29,342
	Yum Brands Inc	569 shares	**	33,593
	3M Company	83 shares	**	6,800
				4,893,828
Self-Directed Brokerage Account				
	Brokeragelink	combination of common stock		93,103
Participant loans				
	Participant loans	Interest rates range from 4.25%	**	2,495,977
				\$ 70,011,529

* Indicates a party-in interest to the Plan.

** Historical cost not required to be presented as all investments are participant-directed.

Ernst & Young LLP

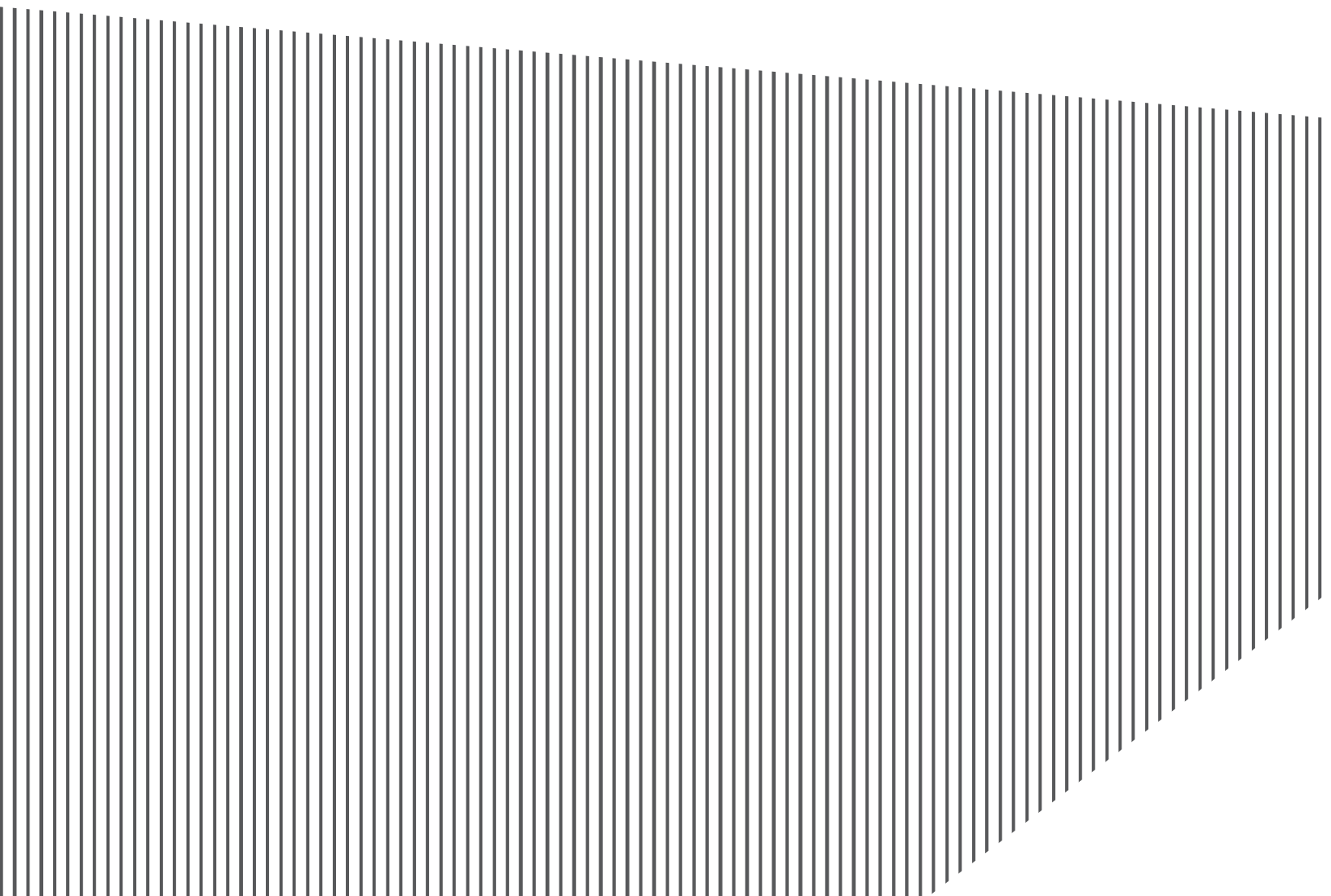
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AUDITED FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

Danaher Corporation & Subsidiaries Retirement and
Savings Plan

As of December 31, 2011 and 2010 and for the
Year Ended December 31, 2011

With Report of Independent Registered Public
Accounting Firm

Ernst & Young LLP

 **ERNST & YOUNG**

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Audited Financial Statements and Supplemental Schedule

As of December 31, 2011 and 2010 and for the Year Ended December 31, 2011

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Report of Independent Registered Public Accounting Firm

Plan Administrator

Danaher Corporation & Subsidiaries Retirement and Savings Plan

We have audited the accompanying statements of net assets available for benefits of Danaher Corporation & Subsidiaries Retirement and Savings Plan as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2011 and 2010, and the changes in its net assets available for benefits for the year ended December 31, 2011, in conformity with accounting principles generally accepted in the United States.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2011, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Ernst & Young LLP

June 26, 2012

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Statements of Net Assets Available for Benefits (\$ in Millions)

	December 31	
	2011	2010
Assets		
Investments, at fair value	\$ 67.5	\$ 76.6
Receivables:		
Notes receivable from participants	2.7	3.1
Total receivables	2.7	3.1
Total assets	70.2	79.7
Net assets reflecting investments at fair value	70.2	79.7
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(0.4)	(0.1)
Net assets available for benefits	\$ 69.8	\$ 79.6

See accompanying notes.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2011

(\$ in Millions)

Additions

Contributions:

Participant	\$ 2.8
Employer	<u>3.1</u>
Total contributions	5.9

Interest and dividend income	<u>1.5</u>
Total additions	7.4

Deductions

Benefit payments	14.8
Net realized and unrealized depreciation in fair value of investments	<u>2.4</u>
Total deductions	<u>17.2</u>

Net decrease in assets available for benefits	(9.8)
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Net assets available for benefits:

Beginning of year	<u>79.6</u>
End of year	<u><u>\$ 69.8</u></u>

See accompanying notes.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements

December 31, 2011 and 2010

1. Description of Plan

The Danaher Corporation & Subsidiaries Retirement and Savings Plan (the Plan) is a defined contribution plan established for eligible full-time and part-time union employees of Danaher Corporation (the Company), effective December 1, 1986. Danaher Corporation is the Plan Sponsor. Plan participants should refer to the formal legal documents of the Plan and Summary Plan Description for a more complete description of the Plan's provisions and a full explanation of all limitations, adjustments and special cases in the Plan. Significant provisions related to contributions, benefit payments, and investments are provided below. The Plan is administered through the trustee and record-keeper, Fidelity Management Trust Company (Fidelity).

Contributions

Eligible employees may contribute a portion of their compensation (subject to annual maximums). Employees are eligible for Company contributions upon completion of one year of service. Employee contributions and the earnings or losses thereon are fully vested at all times.

The Company's matching and unilateral contributions are determined at the discretion of the Plan Sponsor. The matching contribution can range from 0% to 50% of the first 6% of compensation contributed by the employee, and the unilateral contribution can range from 0% to 3% of total compensation. For the year ended December 31, 2011, the Company's matching contribution was equal to 50% of the first 6% of the compensation contributed by the employee. The Company's unilateral contribution was 3% of total compensation. Employees become fully vested with respect to the employer contributions upon completion of three years of service.

Benefit Payments

A participant who attains normal retirement age shall be entitled to payment of the balance in his or her account. A participant who remains employed after attainment of normal retirement age shall continue to participate under the same terms and conditions as applied prior to reaching normal retirement age.

A participant must begin receiving distributions upon April 1 of the calendar year following the later of the date his or her employment terminates or the calendar year in which he or she reaches the age of 70 ½.

Upon total and permanent disability, a participant shall be entitled to payment of the balance in his or her account within a reasonable period of time after termination of employment.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

The beneficiary or beneficiaries of a deceased participant shall be entitled to payment of the participant's account balance within a reasonable period of time after the participant's death.

Upon a participant's termination of employment for reasons other than as specified above, a participant is entitled to payment of his or her vested account balance.

The plan administrator may permit a participant to make a withdrawal from his or her account in the event of a hardship. A hardship withdrawal shall not exceed the amount required to meet the immediate financial need created by the hardship. Participants may also make in-service withdrawals generally from contributions transferred or rolled over into the Plan from other plans.

Participant Loans

A participant may receive a loan from the Plan in accordance with the policy established by the Plan Sponsor. Any such loan or loans shall not exceed the lesser of 50% of the participant's vested account balance or \$50,000. Participants will not be entitled to receive a loan more frequently than annually. The plan administrator shall establish the maximum maturity period that will be permitted to prevent the loan from being treated as a distribution. Current procedures require that all loans must be paid back within 60 months. The plan administrator may require loan payments to be made through payroll deductions.

Participant Accounts

Each participant account is credited with the participant's contributions, any employer matching and unilateral contributions, and an allocation of Plan earnings and losses, and is charged with an administrative expense fee. Allocations are based on account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the Plan Sponsor, as provided by the Plan's provisions. Administrative expenses paid by the Plan include recordkeeping and trustee fees. Expenses relating to purchases, sales or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate. All other administrative expenses of the Plan are paid by the Plan Sponsor.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Forfeited Accounts

At December 31, 2011 and 2010, forfeited non-vested accounts totaled \$231,793 and \$605,070 respectively. These accounts will be used to reduce future employer contributions and to pay administrative expenses.

Termination of the Plan

Although the Company, as the Plan's sponsor, has not expressed an intention to do so, the Plan may be terminated at any time. In the event of termination of the Plan, the account balances of participants as of the date of termination shall immediately become nonforfeitable.

2. Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Interest income on notes receivable from participants of \$118,349 for 2011 is included in interest and dividend income. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2011 or 2010. If a participant ceases to make loan repayments and has reached a distributable event, the loan balance is reduced and a benefit payment is recorded.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and supplemental schedule. Actual results could differ from those estimates.

Investments

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

The Plan invests in the Fidelity Managed Income Portfolio II (Fidelity MIP II), which consists primarily of fully benefit-responsive investment contracts. As required by the accounting standards related to defined contribution plans, the statements of net assets available for benefits present the fair value of the Fidelity MIP II and the adjustment from fair value to contract value. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value of the Fidelity MIP II represents contributions plus earnings, less participant withdrawals and administrative expenses.

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. The income of each fund is reinvested in that fund.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

3. Tax Status of the Plan

The Plan has received a determination letter from the Internal Revenue Service dated September 23, 2009, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to the issuance of this determination letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Sponsor believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

U.S. generally accepted accounting principles require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Sponsor has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Sponsor believes it is no longer subject to income tax examinations for years prior to 2008.

4. Investments

The fair value of investments representing 5% or more of the Plan's net assets is as follows (\$ in millions):

	December 31	
	2011	2010
Danaher Corporation Stock Fund	\$ 11.1	\$ 12.7
Fidelity Equity-Income Fund – Class K	3.6	4.2
Fidelity Magellan Fund – Class K	*	8.1
Fidelity Managed Income Portfolio II – Class 3 (at contract value) (a)	15.4	14.5
Fidelity Freedom K 2020	4.9	4.6
Fidelity Institutional Money Market Fund	7.4	9.5

**Less than 5% in period presented.*

(a) The fair value of the Plan's investment in Fidelity Managed Income Portfolio II – Class 3 was \$15.8 million and \$14.6 million at December 31, 2011 and 2010, respectively.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

4. Investments (continued)

During the year ended December 31, 2011, the Plan's investments (including gains and losses on investments bought and sold as well as held during the year) depreciated in fair value by \$2.4 million as follows (\$ in millions):

	Year Ended December 31, 2011
Danaher Corporation Stock Fund	\$ (0.1)
Mutual funds	(2.5)
Common stock	0.2
	<u>\$ (2.4)</u>

5. New Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Value Measurements* (ASU 2010-06). ASU 2010-06 amended ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The requirement to present changes in Level 3 measurements on a gross basis is effective for reporting periods beginning after December 15, 2010. Since ASU 2010-06 only affects fair value measurement disclosures, adoption of ASU 2010-06 did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04). ASU 2011-04 amendments result in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between U.S. GAAP and International Financial Reporting Standards (IFRSs). The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The Plan is currently evaluating the impact of adopting ASU 2011-04 on the Plan's financial statements.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

6. Fair Value Measurements

Accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy included in the accounting standards are described below:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation techniques and inputs used for each major class of assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

6. Fair Value Measurements (continued)

Money market funds: Valued at quoted prices in an active market, which represent the net asset value (NAV) of shares held by the plan at year-end.

Mutual funds: Valued at quoted prices in an active market, which represent the NAV of shares held by the plan at year-end.

Danaher Corporation Stock Fund: Consists of shares of the Company's stock and nominal cash balance and is valued based on the quoted market price of the Company's common stock and the cost of short-term money market investments, which represents the NAV of share units held by the Plan at year-end.

Common/collective trusts: Includes a common/collective trust fund that is designed to deliver safety and stability by preserving principal and accumulating earnings. This fund is primarily invested in fully benefit-responsive investment contracts (see Note 2). Participant-directed redemptions have no restrictions; however, the Plan is required to provide a one year redemption notice to liquidate its entire share in the fund. The fair value of this fund has been estimated based on the fair value of the underlying investment contracts in the fund as reported by the issuer of the fund. The fair value differs from the contract value. As previously discussed in Note 2, contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

Common stock: Valued at the quoted closing price reported on the active market on which the individual securities are traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

6. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2011 and 2010:

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
	(\$ in Millions)			
Cash	\$ 0.1	\$ —	\$ —	\$ 0.1
Money market trust	7.4	—	—	7.4
Mutual funds:				
Blended funds	27.1	—	—	27.1
International funds	1.1	—	—	1.1
Danaher Corporation Stock Fund	11.1	—	—	11.1
Common/collective trust	—	15.8	—	15.8
Common stock	4.9	—	—	4.9
Total investments at fair value	\$ 51.7	\$ 15.8	\$ —	\$ 67.5

	December 31, 2010			
	Level 1	Level 2	Level 3	Total
	(\$ in Millions)			
Money market trust	\$ 9.5	\$ —	\$ —	\$ 9.5
Mutual funds:				
Blended funds	38.4	—	—	38.4
International funds	1.4	—	—	1.4
Danaher Corporation Stock Fund	12.7	—	—	12.7
Common/collective trust	—	14.6	—	14.6
Total investments at fair value	\$ 62.0	\$ 14.6	\$ —	\$ 76.6

For the year ended December 31, 2011, there were no investments transferred between Levels.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

7. Party-in-Interest Transactions

Certain Plan investments are held in shares of mutual funds managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these qualify as party-in-interest transactions. Additionally, as of December 31, 2011 and 2010, the Plan invested in 234,308 and 267,660 shares, respectively, of Danaher Corporation common stock as part of the Danaher Corporation Stock Fund. During the year ended December 31, 2011, the Plan received \$21,393 of dividends on shares of Danaher Corporation common stock. Therefore, these transactions qualify as party-in-interest.

8. Differences Between Financial Statements and Form 5500

The accompanying financial statements present fully benefit responsive investment contracts at contract value. The Form 5500 requires fully benefit responsive contracts to be reported at fair value. Therefore, the adjustment from contract value to fair value for fully benefit responsive investment contracts represents a reconciling item.

The participant loan balance shown in the accompanying financial statements includes loans with no post-default payments. A deemed distribution occurs when a participant loan goes into default but the participant is not eligible for a plan distribution. The Form 5500 excludes the value of any outstanding loans that were deemed distributions in the current or prior years unless repayment was initiated. Therefore, the value of loans with no post-default payments represents a reconciling item.

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31	
	2011	2010
Net assets available for benefits per the financial statements	\$ 69,791,043	\$ 79,638,791
Loans with no post-default payment activity that are deemed distributions	(151,011)	(163,103)
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	383,028	144,069
Net assets available for benefits per the Form 5500	<u>\$ 70,023,060</u>	<u>\$ 79,619,757</u>

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

8. Differences Between Financial Statements and Form 5500 (continued)

The following is a reconciliation of total additions and benefits paid to participants per the financial statements to total income and benefits paid in the Form 5500 for the year ended December 31, 2011:

Total additions per the financial statements	\$ 7,358,523
Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2011	383,028
Less: Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2010	(144,069)
Less: Net realized and unrealized depreciation in fair value of investments	<u>(2,381,527)</u>
Total income per the Form 5500	<u>\$ 5,215,955</u>
Benefits paid to participants per the financial statements	\$ 14,792,190
Loan defaults previously deemed distributed that reached a distributable event	<u>(29,130)</u>
Benefits paid to participants per the Form 5500	<u>\$ 14,763,060</u>

9. Subsequent Events

Management evaluated subsequent events for the Plan through June 26, 2012, the date the financial statements were available to be issued.

Supplemental Schedule

Danaher Corporation & Subsidiaries Retirement and Savings Plan

EIN #59-1995548 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held At End of Year)

December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Money Market Fund				
*	Fidelity Institutional Money Market Fund	7,414,284 shares	**	\$ 7,414,428
	TRP-JP Morgan US Govt Institutional Shs	40,258 shares	**	34,482
				7,448,910
Common/Collective Trust				
*	Fidelity Managed Income Portfolio II Class 3 (at FMV)	15,381,612 units	**	15,764,640
Unitized Stock Fund				
*	Danaher Corporation Stock Fund	234,308 units	**	11,131,535
Registered Investment Companies				
	American Beacon Small Cap Value Institutional Class	26,497 units	**	503,700
	American Funds The Growth Fund of America Class R6	45,105 units	**	1,295,408
	Dodge & Cox International Stock	2,384 units	**	69,721
*	Fidelity Diversified International Fund Class K	41,624 units	**	1,060,569
*	Fidelity Equity Income Fund Class K	87,089 units	**	3,595,890
*	Fidelity Freedom K Income	54,884 units	**	620,187
*	Fidelity Freedom K 2005	2,027 units	**	24,288
*	Fidelity Freedom K 2010	184,295 units	**	2,229,971
*	Fidelity Freedom K 2015	81,859 units	**	992,944
*	Fidelity Freedom K 2020	391,092 units	**	4,861,279
*	Fidelity Freedom K 2025	38,363 units	**	477,239
*	Fidelity Freedom K 2030	168,454 units	**	2,112,414
*	Fidelity Freedom K 2035	15,911 units	**	199,364
*	Fidelity Freedom K 2040	74,391 units	**	935,099
*	Fidelity Freedom K 2045	9,659 units	**	122,286
*	Fidelity Freedom K 2050	8,758 units	**	110,786
*	Fidelity Freedom K 2055	108 units	**	953
*	Fidelity Low-Priced Stock Fund Class K	57,199 units	**	2,041,994
	Franklin Small Mid-Cap Growth Advisor Class	29,947 units	**	1,046,356
	Franklin Templeton World Fund Advisor Class	100,920 units	**	1,385,636
	PIMCO Total Return Institutional Class	246,192 units	**	2,676,106
*	Spartan 500 Index Fund Institutional Class	33,653 units	**	1,497,546
	Vanguard Inflation-Protected Securities	28,680 units		323,800
				28,183,536

Danaher Corporation & Subsidiaries Retirement and Savings Plan

EIN #59-1995548

Plan #001

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Common Stock				
	Accenture Plc Cl A	565 shares	**	\$ 30,069
	Air Products & Chemicals Inc	254 shares	**	21,637
	Alexion Pharmaceutical	293 shares	**	20,978
	Allergan Inc	495 shares	**	43,416
	Altera Corporation	355 shares	**	13,159
	Amazon Com Inc	1,104 shares	**	191,018
	American Express	1,401 shares	**	66,099
	American Tower Corp	1,852 shares	**	111,158
	Ameriprise Financial Inc	473 shares	**	23,476
	Apple Inc	1,003 shares	**	406,132
	Autodesk Inc	626 shares	**	18,993
	Baidu Inc Adr	985 shares	**	114,756
	Baker Hughes Inc	390 shares	**	18,957
	Baxter International Inc	350 shares	**	17,334
	Bed, Bath & Beyond	596 shares	**	34,524
	Biogen Idec Inc	482 shares	**	53,010
	Blackrock Inc	22 shares	**	3,903
	Boeing Company	574 shares	**	42,077
	Broadcom Corp-Cl A	1,822 shares	**	53,484
	Cameron International Corp	740 shares	**	36,403
	Cardinal Health Inc	950 shares	**	38,590
	Carnival Corporation Paired Certificate	1,314 shares	**	42,879
	Caterpillar Inc Del	201 shares	**	18,250
	Cbre Group Inc	70 shares	**	1,066
	Celgene Corp	1,020 shares	**	68,973
	Chipotle Mexican Grill	96 shares	**	32,537
	CME Group Inc	13 shares	**	3,201
	Coach Inc	486 shares	**	29,670
	Coca Cola Company	13 shares	**	919
	Concho Resources Inc	407 shares	**	38,180
	Covidien Plc	131 shares	**	5,913
	Cummins Inc	79 shares	**	6,938
	Deere & Company	79 shares	**	6,097
	Devon Energy Corporation	13 shares	**	814

Danaher Corporation & Subsidiaries Retirement and Savings Plan

EIN #59-1995548 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Common Stock (continued)				
	Discovery Communications-C	990 shares	**	\$ 37,310
	Disney (Walt) Co	758 shares	**	28,409
	Dollar Tree Inc	48 shares	**	4,003
	eBay Inc	1,738 shares	**	52,728
	Ecolab Inc	123 shares	**	7,088
	Edwards Lifesciences Corporation	22 shares	**	1,548
	EMC Corporation	2,168 shares	**	46,690
	Emerson Electric Co	293 shares	**	13,669
	EOG Resources Inc	534 shares	**	52,628
	EQT Corporation	315 shares	**	17,275
	Expeditors International of Washington Inc	495 shares	**	20,268
	Express Scripts Inc	1,266 shares	**	56,557
	Fastenal Company	1,835 shares	**	80,016
	FedEx Corporation	959 shares	**	80,087
	Fiserv Inc	66 shares	**	3,858
	FMC Technologies Inc	596 shares	**	31,105
	Fossil Incorporated	350 shares	**	27,802
	Franklin Resources Inc	863 shares	**	82,868
	General Electric Co	320 shares	**	5,725
	Gilead Sciences Inc	127 shares	**	5,198
	Goldman Sachs Group Inc	9 shares	**	792
	Google Inc Cl A	455 shares	**	294,155
	Groupon Inc	390 shares	**	8,040
	Halliburton Co	88 shares	**	3,022
	Hansen Natural Corp	105 shares	**	9,684
	Home Depot Inc	153 shares	**	6,443
	Honeywell International Inc	626 shares	**	34,034
	Intercontinentalexchange Inc	315 shares	**	38,008
	International Business Machines	39 shares	**	7,247
	Intuit Inc	271 shares	**	14,278
	Invesco Ltd	2,360 shares	**	47,418
	Johnson Controls Inc	955 shares	**	29,842
	Joy Global Inc	280 shares	**	21,011
	JP Morgan Chase & Co	267 shares	**	8,882

Danaher Corporation & Subsidiaries Retirement and Savings Plan

EIN #59-1995548 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Common Stock (continued)				
	Juniper Networks Inc	1,463 shares	**	\$ 29,852
	Kansas City Southern	175 shares	**	11,913
	Las Vegas Sands Corp	1,371 shares	**	58,567
	Liberty Interactive Corp	1,213 shares	**	19,669
	Limited Brands Inc	140 shares	**	5,654
	LinkedIn Corp	88 shares	**	5,518
	Marriott International Inc New Cl A	1,476 shares	**	43,047
	Marsh & McLennan Co Inc	276 shares	**	8,723
	Mastercard Inc-Cl A	381 shares	**	142,035
	McDonalds Corp	547 shares	**	54,918
	Mckesson Corp	1,213 shares	**	94,504
	Monsanto Co New	657 shares	**	46,026
	Nike Inc Class B	639 shares	**	61,613
	Northern Trust Corp	346 shares	**	13,720
	Occidental Petroleum	600 shares	**	47,964
	Omnicom Group	289 shares	**	27,081
	O'Reilly Automotive Inc	258 shares	**	11,518
	Peabody Energy	692 shares	**	22,908
	Pioneer Natural Resources Co	140 shares	**	12,539
	Potash Corp Saskatchewan	35 shares	**	1,446
	Praxair Inc	1,156 shares	**	123,583
	Precision Castparts Corp	517 shares	**	85,151
	Priceline Com Inc	245 shares	**	114,694
	Procter & Gamble	13 shares	**	876
	Prudential Financial Inc	469 shares	**	23,484
	Qualcomm Inc	2,181 shares	**	119,287
	Ralph Lauren Corp	372 shares	**	51,396
	Range Resources Corp	372 shares	**	23,055
	Roper Industries Inc	197 shares	**	17,118
	Salesforce Com Inc	70 shares	**	7,109
	Schlumberger Ltd	1,629 shares	**	111,277
	Sherwin-Williams Company	48 shares	**	4,300
	Shire Plc Adr	9 shares	**	910
	Stanley Black & Decker Inc	188 shares	**	12,729

Danaher Corporation & Subsidiaries Retirement and Savings Plan

EIN #59-1995548 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Common Stock (continued)				
	Starbucks Corporation	2,373 shares	**	\$ 109,202
	Starwood Hotels & Resorts Worldwide Inc	911 shares	**	43,693
	State Street Corporation	508 shares	**	20,476
	Stryker Corp	543 shares	**	26,992
	TD Ameritrade Holding Corporation	241 shares	**	3,769
	Tencent Holdings Ltd	2,115 shares	**	42,510
	Thermo Fisher Scientific Inc	298 shares	**	13,391
	Tiffany & Company	149 shares	**	9,865
	Union Pacific Corp	797 shares	**	84,432
	Unitedhealth Group Inc	688 shares	**	50,250
	United Technologies	328 shares	**	16,645
	US Bancorp	1,174 shares	**	31,745
	Visa Inc-Class A Shrs	701 shares	**	71,136
	Weight Watchers Intl Inc	83 shares	**	4,577
	Wells Fargo Company	232 shares	**	6,396
	Western Union Co	44 shares	**	800
	Whole Foods Market Inc	442 shares	**	30,774
	W W Grainger Inc	210 shares	**	39,346
	Wynn Resorts Ltd	105 shares	**	11,612
	Xilinx Inc	915 shares	**	29,342
	Yum Brands Inc	569 shares	**	33,593
	3M Company	83 shares	**	6,800
				4,893,828
Self-Directed Brokerage Account				
	Brokeragelink	combination of common stock		93,103
Participant loans				
	Participant loans	Interest rates range from 4.25%	**	2,495,977
				\$ 70,011,529

* Indicates a party-in interest to the Plan.

** Historical cost not required to be presented as all investments are participant-directed.

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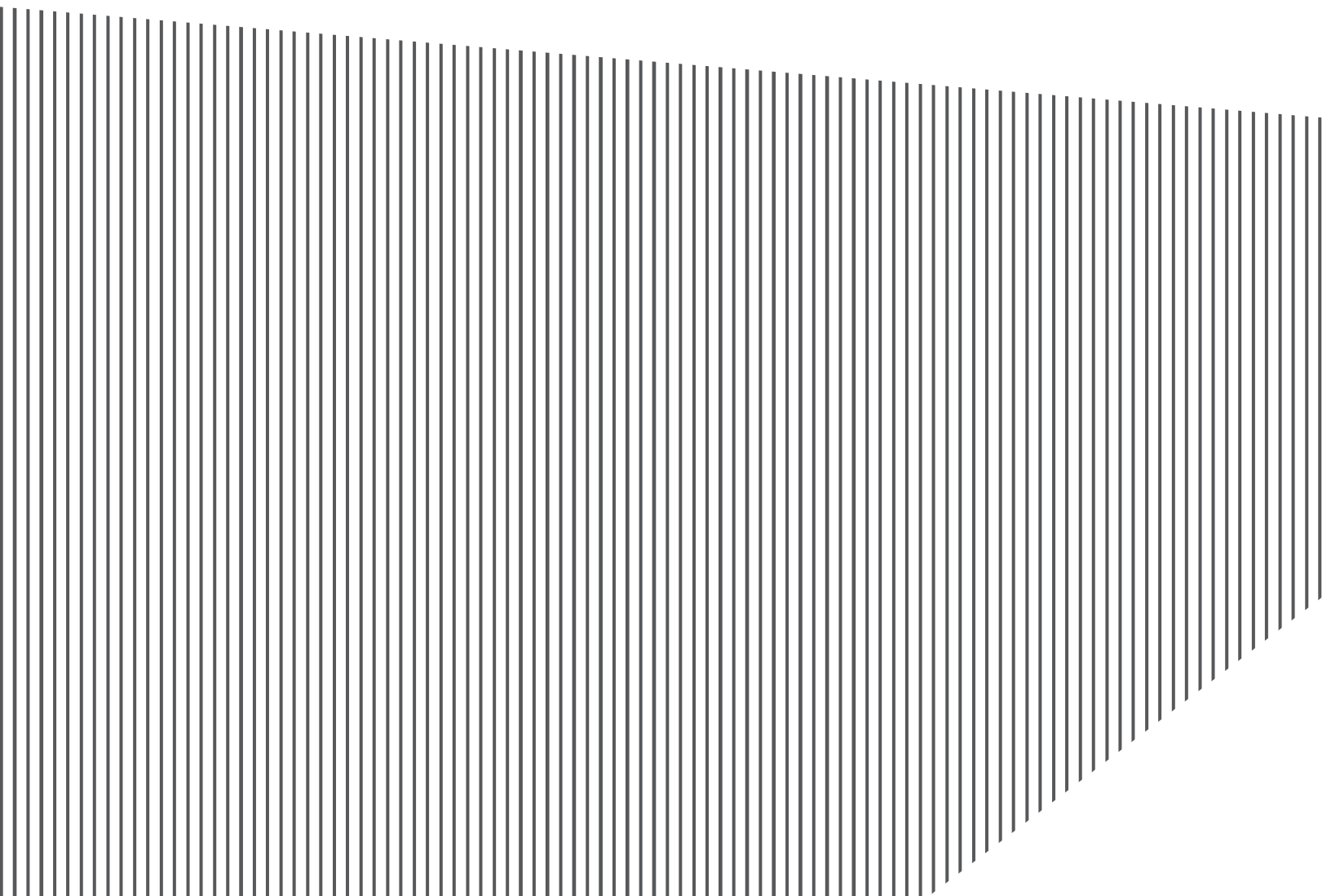
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AUDITED FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

Danaher Corporation & Subsidiaries Retirement and
Savings Plan

As of December 31, 2011 and 2010 and for the
Year Ended December 31, 2011

With Report of Independent Registered Public
Accounting Firm

Ernst & Young LLP

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Danaher Corporation & Subsidiaries Retirement and Savings Plan

Audited Financial Statements and Supplemental Schedule

As of December 31, 2011 and 2010 and for the Year Ended December 31, 2011

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Report of Independent Registered Public Accounting Firm

Plan Administrator

Danaher Corporation & Subsidiaries Retirement and Savings Plan

We have audited the accompanying statements of net assets available for benefits of Danaher Corporation & Subsidiaries Retirement and Savings Plan as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year ended December 31, 2011. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2011 and 2010, and the changes in its net assets available for benefits for the year ended December 31, 2011, in conformity with accounting principles generally accepted in the United States.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2011, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Ernst & Young LLP

June 26, 2012

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Statements of Net Assets Available for Benefits (\$ in Millions)

	December 31	
	2011	2010
Assets		
Investments, at fair value	\$ 67.5	\$ 76.6
Receivables:		
Notes receivable from participants	2.7	3.1
Total receivables	2.7	3.1
Total assets	70.2	79.7
Net assets reflecting investments at fair value	70.2	79.7
Adjustment from fair value to contract value for fully benefit-responsive investment contract	(0.4)	(0.1)
Net assets available for benefits	\$ 69.8	\$ 79.6

See accompanying notes.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2011

(\$ in Millions)

Additions

Contributions:

Participant	\$ 2.8
Employer	<u>3.1</u>
Total contributions	5.9

Interest and dividend income	<u>1.5</u>
Total additions	7.4

Deductions

Benefit payments	14.8
Net realized and unrealized depreciation in fair value of investments	<u>2.4</u>
Total deductions	<u>17.2</u>

Net decrease in assets available for benefits	(9.8)
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Net assets available for benefits:

Beginning of year	<u>79.6</u>
End of year	<u><u>\$ 69.8</u></u>

See accompanying notes.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements

December 31, 2011 and 2010

1. Description of Plan

The Danaher Corporation & Subsidiaries Retirement and Savings Plan (the Plan) is a defined contribution plan established for eligible full-time and part-time union employees of Danaher Corporation (the Company), effective December 1, 1986. Danaher Corporation is the Plan Sponsor. Plan participants should refer to the formal legal documents of the Plan and Summary Plan Description for a more complete description of the Plan's provisions and a full explanation of all limitations, adjustments and special cases in the Plan. Significant provisions related to contributions, benefit payments, and investments are provided below. The Plan is administered through the trustee and record-keeper, Fidelity Management Trust Company (Fidelity).

Contributions

Eligible employees may contribute a portion of their compensation (subject to annual maximums). Employees are eligible for Company contributions upon completion of one year of service. Employee contributions and the earnings or losses thereon are fully vested at all times.

The Company's matching and unilateral contributions are determined at the discretion of the Plan Sponsor. The matching contribution can range from 0% to 50% of the first 6% of compensation contributed by the employee, and the unilateral contribution can range from 0% to 3% of total compensation. For the year ended December 31, 2011, the Company's matching contribution was equal to 50% of the first 6% of the compensation contributed by the employee. The Company's unilateral contribution was 3% of total compensation. Employees become fully vested with respect to the employer contributions upon completion of three years of service.

Benefit Payments

A participant who attains normal retirement age shall be entitled to payment of the balance in his or her account. A participant who remains employed after attainment of normal retirement age shall continue to participate under the same terms and conditions as applied prior to reaching normal retirement age.

A participant must begin receiving distributions upon April 1 of the calendar year following the later of the date his or her employment terminates or the calendar year in which he or she reaches the age of 70 ½.

Upon total and permanent disability, a participant shall be entitled to payment of the balance in his or her account within a reasonable period of time after termination of employment.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

The beneficiary or beneficiaries of a deceased participant shall be entitled to payment of the participant's account balance within a reasonable period of time after the participant's death.

Upon a participant's termination of employment for reasons other than as specified above, a participant is entitled to payment of his or her vested account balance.

The plan administrator may permit a participant to make a withdrawal from his or her account in the event of a hardship. A hardship withdrawal shall not exceed the amount required to meet the immediate financial need created by the hardship. Participants may also make in-service withdrawals generally from contributions transferred or rolled over into the Plan from other plans.

Participant Loans

A participant may receive a loan from the Plan in accordance with the policy established by the Plan Sponsor. Any such loan or loans shall not exceed the lesser of 50% of the participant's vested account balance or \$50,000. Participants will not be entitled to receive a loan more frequently than annually. The plan administrator shall establish the maximum maturity period that will be permitted to prevent the loan from being treated as a distribution. Current procedures require that all loans must be paid back within 60 months. The plan administrator may require loan payments to be made through payroll deductions.

Participant Accounts

Each participant account is credited with the participant's contributions, any employer matching and unilateral contributions, and an allocation of Plan earnings and losses, and is charged with an administrative expense fee. Allocations are based on account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Administrative Expenses

The Plan's administrative expenses are paid by either the Plan or the Plan Sponsor, as provided by the Plan's provisions. Administrative expenses paid by the Plan include recordkeeping and trustee fees. Expenses relating to purchases, sales or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate. All other administrative expenses of the Plan are paid by the Plan Sponsor.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

1. Description of Plan (continued)

Forfeited Accounts

At December 31, 2011 and 2010, forfeited non-vested accounts totaled \$231,793 and \$605,070 respectively. These accounts will be used to reduce future employer contributions and to pay administrative expenses.

Termination of the Plan

Although the Company, as the Plan's sponsor, has not expressed an intention to do so, the Plan may be terminated at any time. In the event of termination of the Plan, the account balances of participants as of the date of termination shall immediately become nonforfeitable.

2. Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Interest income on notes receivable from participants of \$118,349 for 2011 is included in interest and dividend income. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2011 or 2010. If a participant ceases to make loan repayments and has reached a distributable event, the loan balance is reduced and a benefit payment is recorded.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and supplemental schedule. Actual results could differ from those estimates.

Investments

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

The Plan invests in the Fidelity Managed Income Portfolio II (Fidelity MIP II), which consists primarily of fully benefit-responsive investment contracts. As required by the accounting standards related to defined contribution plans, the statements of net assets available for benefits present the fair value of the Fidelity MIP II and the adjustment from fair value to contract value. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value of the Fidelity MIP II represents contributions plus earnings, less participant withdrawals and administrative expenses.

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. The income of each fund is reinvested in that fund.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

3. Tax Status of the Plan

The Plan has received a determination letter from the Internal Revenue Service dated September 23, 2009, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to the issuance of this determination letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Sponsor believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

U.S. generally accepted accounting principles require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Sponsor has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011 and 2010, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Sponsor believes it is no longer subject to income tax examinations for years prior to 2008.

4. Investments

The fair value of investments representing 5% or more of the Plan's net assets is as follows (\$ in millions):

	December 31	
	2011	2010
Danaher Corporation Stock Fund	\$ 11.1	\$ 12.7
Fidelity Equity-Income Fund – Class K	3.6	4.2
Fidelity Magellan Fund – Class K	*	8.1
Fidelity Managed Income Portfolio II – Class 3 (at contract value) (a)	15.4	14.5
Fidelity Freedom K 2020	4.9	4.6
Fidelity Institutional Money Market Fund	7.4	9.5

**Less than 5% in period presented.*

(a) The fair value of the Plan's investment in Fidelity Managed Income Portfolio II – Class 3 was \$15.8 million and \$14.6 million at December 31, 2011 and 2010, respectively.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

4. Investments (continued)

During the year ended December 31, 2011, the Plan's investments (including gains and losses on investments bought and sold as well as held during the year) depreciated in fair value by \$2.4 million as follows (\$ in millions):

	Year Ended December 31, 2011
Danaher Corporation Stock Fund	\$ (0.1)
Mutual funds	(2.5)
Common stock	0.2
	<u>\$ (2.4)</u>

5. New Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Value Measurements* (ASU 2010-06). ASU 2010-06 amended ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The requirement to present changes in Level 3 measurements on a gross basis is effective for reporting periods beginning after December 15, 2010. Since ASU 2010-06 only affects fair value measurement disclosures, adoption of ASU 2010-06 did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs* (ASU 2011-04). ASU 2011-04 amendments result in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between U.S. GAAP and International Financial Reporting Standards (IFRSs). The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. The Plan is currently evaluating the impact of adopting ASU 2011-04 on the Plan's financial statements.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

6. Fair Value Measurements

Accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy included in the accounting standards are described below:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation techniques and inputs used for each major class of assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

6. Fair Value Measurements (continued)

Money market funds: Valued at quoted prices in an active market, which represent the net asset value (NAV) of shares held by the plan at year-end.

Mutual funds: Valued at quoted prices in an active market, which represent the NAV of shares held by the plan at year-end.

Danaher Corporation Stock Fund: Consists of shares of the Company's stock and nominal cash balance and is valued based on the quoted market price of the Company's common stock and the cost of short-term money market investments, which represents the NAV of share units held by the Plan at year-end.

Common/collective trusts: Includes a common/collective trust fund that is designed to deliver safety and stability by preserving principal and accumulating earnings. This fund is primarily invested in fully benefit-responsive investment contracts (see Note 2). Participant-directed redemptions have no restrictions; however, the Plan is required to provide a one year redemption notice to liquidate its entire share in the fund. The fair value of this fund has been estimated based on the fair value of the underlying investment contracts in the fund as reported by the issuer of the fund. The fair value differs from the contract value. As previously discussed in Note 2, contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

Common stock: Valued at the quoted closing price reported on the active market on which the individual securities are traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

6. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2011 and 2010:

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
	(\$ in Millions)			
Cash	\$ 0.1	\$ —	\$ —	\$ 0.1
Money market trust	7.4	—	—	7.4
Mutual funds:				
Blended funds	27.1	—	—	27.1
International funds	1.1	—	—	1.1
Danaher Corporation Stock Fund	11.1	—	—	11.1
Common/collective trust	—	15.8	—	15.8
Common stock	4.9	—	—	4.9
Total investments at fair value	\$ 51.7	\$ 15.8	\$ —	\$ 67.5

	December 31, 2010			
	Level 1	Level 2	Level 3	Total
	(\$ in Millions)			
Money market trust	\$ 9.5	\$ —	\$ —	\$ 9.5
Mutual funds:				
Blended funds	38.4	—	—	38.4
International funds	1.4	—	—	1.4
Danaher Corporation Stock Fund	12.7	—	—	12.7
Common/collective trust	—	14.6	—	14.6
Total investments at fair value	\$ 62.0	\$ 14.6	\$ —	\$ 76.6

For the year ended December 31, 2011, there were no investments transferred between Levels.

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

7. Party-in-Interest Transactions

Certain Plan investments are held in shares of mutual funds managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these qualify as party-in-interest transactions. Additionally, as of December 31, 2011 and 2010, the Plan invested in 234,308 and 267,660 shares, respectively, of Danaher Corporation common stock as part of the Danaher Corporation Stock Fund. During the year ended December 31, 2011, the Plan received \$21,393 of dividends on shares of Danaher Corporation common stock. Therefore, these transactions qualify as party-in-interest.

8. Differences Between Financial Statements and Form 5500

The accompanying financial statements present fully benefit responsive investment contracts at contract value. The Form 5500 requires fully benefit responsive contracts to be reported at fair value. Therefore, the adjustment from contract value to fair value for fully benefit responsive investment contracts represents a reconciling item.

The participant loan balance shown in the accompanying financial statements includes loans with no post-default payments. A deemed distribution occurs when a participant loan goes into default but the participant is not eligible for a plan distribution. The Form 5500 excludes the value of any outstanding loans that were deemed distributions in the current or prior years unless repayment was initiated. Therefore, the value of loans with no post-default payments represents a reconciling item.

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31	
	2011	2010
Net assets available for benefits per the financial statements	\$ 69,791,043	\$ 79,638,791
Loans with no post-default payment activity that are deemed distributions	(151,011)	(163,103)
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	383,028	144,069
Net assets available for benefits per the Form 5500	<u>\$ 70,023,060</u>	<u>\$ 79,619,757</u>

Danaher Corporation & Subsidiaries Retirement and Savings Plan

Notes to Financial Statements (continued)

8. Differences Between Financial Statements and Form 5500 (continued)

The following is a reconciliation of total additions and benefits paid to participants per the financial statements to total income and benefits paid in the Form 5500 for the year ended December 31, 2011:

Total additions per the financial statements	\$ 7,358,523
Add: Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2011	383,028
Less: Adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2010	(144,069)
Less: Net realized and unrealized depreciation in fair value of investments	<u>(2,381,527)</u>
Total income per the Form 5500	<u>\$ 5,215,955</u>
Benefits paid to participants per the financial statements	\$ 14,792,190
Loan defaults previously deemed distributed that reached a distributable event	<u>(29,130)</u>
Benefits paid to participants per the Form 5500	<u>\$ 14,763,060</u>

9. Subsequent Events

Management evaluated subsequent events for the Plan through June 26, 2012, the date the financial statements were available to be issued.

Supplemental Schedule

Danaher Corporation & Subsidiaries Retirement and Savings Plan

EIN #59-1995548 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held At End of Year)

December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Money Market Fund				
*	Fidelity Institutional Money Market Fund	7,414,284	shares	**
	TRP-JP Morgan US Govt Institutional Shs	40,258	shares	**
				\$ 7,414,428
				34,482
				7,448,910
Common/Collective Trust				
*	Fidelity Managed Income Portfolio II Class 3 (at FMV)	15,381,612	units	**
				15,764,640
Unitized Stock Fund				
*	Danaher Corporation Stock Fund	234,308	units	**
				11,131,535
Registered Investment Companies				
	American Beacon Small Cap Value Institutional Class	26,497	units	**
	American Funds The Growth Fund of America Class R6	45,105	units	**
	Dodge & Cox International Stock	2,384	units	**
*	Fidelity Diversified International Fund Class K	41,624	units	**
*	Fidelity Equity Income Fund Class K	87,089	units	**
*	Fidelity Freedom K Income	54,884	units	**
*	Fidelity Freedom K 2005	2,027	units	**
*	Fidelity Freedom K 2010	184,295	units	**
*	Fidelity Freedom K 2015	81,859	units	**
*	Fidelity Freedom K 2020	391,092	units	**
*	Fidelity Freedom K 2025	38,363	units	**
*	Fidelity Freedom K 2030	168,454	units	**
*	Fidelity Freedom K 2035	15,911	units	**
*	Fidelity Freedom K 2040	74,391	units	**
*	Fidelity Freedom K 2045	9,659	units	**
*	Fidelity Freedom K 2050	8,758	units	**
*	Fidelity Freedom K 2055	108	units	**
*	Fidelity Low-Priced Stock Fund Class K	57,199	units	**
	Franklin Small Mid-Cap Growth Advisor Class	29,947	units	**
	Franklin Templeton World Fund Advisor Class	100,920	units	**
	PIMCO Total Return Institutional Class	246,192	units	**
*	Spartan 500 Index Fund Institutional Class	33,653	units	**
	Vanguard Inflation-Protected Securities	28,680	units	**
				323,800
				28,183,536

Danaher Corporation & Subsidiaries Retirement and Savings Plan

EIN #59-1995548 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Common Stock				
	Accenture Plc Cl A	565 shares	**	\$ 30,069
	Air Products & Chemicals Inc	254 shares	**	21,637
	Alexion Pharmaceutical	293 shares	**	20,978
	Allergan Inc	495 shares	**	43,416
	Altera Corporation	355 shares	**	13,159
	Amazon Com Inc	1,104 shares	**	191,018
	American Express	1,401 shares	**	66,099
	American Tower Corp	1,852 shares	**	111,158
	Ameriprise Financial Inc	473 shares	**	23,476
	Apple Inc	1,003 shares	**	406,132
	Autodesk Inc	626 shares	**	18,993
	Baidu Inc Adr	985 shares	**	114,756
	Baker Hughes Inc	390 shares	**	18,957
	Baxter International Inc	350 shares	**	17,334
	Bed, Bath & Beyond	596 shares	**	34,524
	Biogen Idec Inc	482 shares	**	53,010
	Blackrock Inc	22 shares	**	3,903
	Boeing Company	574 shares	**	42,077
	Broadcom Corp-Cl A	1,822 shares	**	53,484
	Cameron International Corp	740 shares	**	36,403
	Cardinal Health Inc	950 shares	**	38,590
	Carnival Corporation Paired Certificate	1,314 shares	**	42,879
	Caterpillar Inc Del	201 shares	**	18,250
	Cbre Group Inc	70 shares	**	1,066
	Celgene Corp	1,020 shares	**	68,973
	Chipotle Mexican Grill	96 shares	**	32,537
	CME Group Inc	13 shares	**	3,201
	Coach Inc	486 shares	**	29,670
	Coca Cola Company	13 shares	**	919
	Concho Resources Inc	407 shares	**	38,180
	Covidien Plc	131 shares	**	5,913
	Cummins Inc	79 shares	**	6,938
	Deere & Company	79 shares	**	6,097
	Devon Energy Corporation	13 shares	**	814

Danaher Corporation & Subsidiaries Retirement and Savings Plan

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Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Common Stock (continued)				
	Discovery Communications-C	990 shares	**	\$ 37,310
	Disney (Walt) Co	758 shares	**	28,409
	Dollar Tree Inc	48 shares	**	4,003
	eBay Inc	1,738 shares	**	52,728
	Ecolab Inc	123 shares	**	7,088
	Edwards Lifesciences Corporation	22 shares	**	1,548
	EMC Corporation	2,168 shares	**	46,690
	Emerson Electric Co	293 shares	**	13,669
	EOG Resources Inc	534 shares	**	52,628
	EQT Corporation	315 shares	**	17,275
	Expeditors International of Washington Inc	495 shares	**	20,268
	Express Scripts Inc	1,266 shares	**	56,557
	Fastenal Company	1,835 shares	**	80,016
	FedEx Corporation	959 shares	**	80,087
	Fiserv Inc	66 shares	**	3,858
	FMC Technologies Inc	596 shares	**	31,105
	Fossil Incorporated	350 shares	**	27,802
	Franklin Resources Inc	863 shares	**	82,868
	General Electric Co	320 shares	**	5,725
	Gilead Sciences Inc	127 shares	**	5,198
	Goldman Sachs Group Inc	9 shares	**	792
	Google Inc Cl A	455 shares	**	294,155
	Groupon Inc	390 shares	**	8,040
	Halliburton Co	88 shares	**	3,022
	Hansen Natural Corp	105 shares	**	9,684
	Home Depot Inc	153 shares	**	6,443
	Honeywell International Inc	626 shares	**	34,034
	Intercontinentalexchange Inc	315 shares	**	38,008
	International Business Machines	39 shares	**	7,247
	Intuit Inc	271 shares	**	14,278
	Invesco Ltd	2,360 shares	**	47,418
	Johnson Controls Inc	955 shares	**	29,842
	Joy Global Inc	280 shares	**	21,011
	JP Morgan Chase & Co	267 shares	**	8,882

Danaher Corporation & Subsidiaries Retirement and Savings Plan

EIN #59-1995548 Plan #001

Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Common Stock (continued)				
	Juniper Networks Inc	1,463 shares	**	\$ 29,852
	Kansas City Southern	175 shares	**	11,913
	Las Vegas Sands Corp	1,371 shares	**	58,567
	Liberty Interactive Corp	1,213 shares	**	19,669
	Limited Brands Inc	140 shares	**	5,654
	LinkedIn Corp	88 shares	**	5,518
	Marriott International Inc New Cl A	1,476 shares	**	43,047
	Marsh & McLennan Co Inc	276 shares	**	8,723
	Mastercard Inc-Cl A	381 shares	**	142,035
	McDonalds Corp	547 shares	**	54,918
	Mckesson Corp	1,213 shares	**	94,504
	Monsanto Co New	657 shares	**	46,026
	Nike Inc Class B	639 shares	**	61,613
	Northern Trust Corp	346 shares	**	13,720
	Occidental Petroleum	600 shares	**	47,964
	Omnicom Group	289 shares	**	27,081
	O'Reilly Automotive Inc	258 shares	**	11,518
	Peabody Energy	692 shares	**	22,908
	Pioneer Natural Resources Co	140 shares	**	12,539
	Potash Corp Saskatchewan	35 shares	**	1,446
	Praxair Inc	1,156 shares	**	123,583
	Precision Castparts Corp	517 shares	**	85,151
	Priceline Com Inc	245 shares	**	114,694
	Procter & Gamble	13 shares	**	876
	Prudential Financial Inc	469 shares	**	23,484
	Qualcomm Inc	2,181 shares	**	119,287
	Ralph Lauren Corp	372 shares	**	51,396
	Range Resources Corp	372 shares	**	23,055
	Roper Industries Inc	197 shares	**	17,118
	Salesforce Com Inc	70 shares	**	7,109
	Schlumberger Ltd	1,629 shares	**	111,277
	Sherwin-Williams Company	48 shares	**	4,300
	Shire Plc Adr	9 shares	**	910
	Stanley Black & Decker Inc	188 shares	**	12,729

Danaher Corporation & Subsidiaries Retirement and Savings Plan

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Schedule H, Line 4i – Schedule of Assets (Held At End of Year) (continued)

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
Common Stock (continued)				
	Starbucks Corporation	2,373 shares	**	\$ 109,202
	Starwood Hotels & Resorts Worldwide Inc	911 shares	**	43,693
	State Street Corporation	508 shares	**	20,476
	Stryker Corp	543 shares	**	26,992
	TD Ameritrade Holding Corporation	241 shares	**	3,769
	Tencent Holdings Ltd	2,115 shares	**	42,510
	Thermo Fisher Scientific Inc	298 shares	**	13,391
	Tiffany & Company	149 shares	**	9,865
	Union Pacific Corp	797 shares	**	84,432
	Unitedhealth Group Inc	688 shares	**	50,250
	United Technologies	328 shares	**	16,645
	US Bancorp	1,174 shares	**	31,745
	Visa Inc-Class A Shrs	701 shares	**	71,136
	Weight Watchers Intl Inc	83 shares	**	4,577
	Wells Fargo Company	232 shares	**	6,396
	Western Union Co	44 shares	**	800
	Whole Foods Market Inc	442 shares	**	30,774
	W W Grainger Inc	210 shares	**	39,346
	Wynn Resorts Ltd	105 shares	**	11,612
	Xilinx Inc	915 shares	**	29,342
	Yum Brands Inc	569 shares	**	33,593
	3M Company	83 shares	**	6,800
				4,893,828
Self-Directed Brokerage Account				
	Brokeragelink	combination of common stock		93,103
Participant loans				
	Participant loans	Interest rates range from 4.25%	**	2,495,977
				\$ 70,011,529

* Indicates a party-in interest to the Plan.

** Historical cost not required to be presented as all investments are participant-directed.

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