

THERMO FISHER SCIENTIFIC INC.

Form 4

November 14, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Massaro Joseph R

2. Issuer Name **and** Ticker or Trading
Symbol
THERMO FISHER SCIENTIFIC
INC. [TMO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
81 WYMAN STREET, P.O. BOX
9046

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2006

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Sr. VP, Global Bus. Services

(Street)
WALTHAM, MA 024549046

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/09/2006		A	7,500	A \$ 0 7,500	D	
Common Stock	11/09/2006		A	20,000	A 20,000 27,500	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option (Right to Buy)	\$ 43.37	11/09/2006		A		100,000		<u>(2)</u>	11/09/2013	Common Stock	100,000
Stock Option (Right to Buy)	\$ 30.68	11/09/2006		A		22,400		11/09/2006	03/07/2015	Common Stock	22,400
Stock Option (Right to Buy)	\$ 32.3	11/09/2006		A		22,000		<u>(4)</u>	07/25/2015	Common Stock	22,000
Stock Option (Right to Buy)	\$ 31.31	11/09/2006		A		7,980		<u>(6)</u>	12/19/2015	Common Stock	7,980

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Massaro Joseph R 81 WYMAN STREET P.O. BOX 9046 WALTHAM, MA 024549046	Sr. VP, Global Bus. Services

Signatures

By: Barbara J. Lucas, Attorney-in-Fact for Joseph R.
Massaro

11/14/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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Received in exchange for 10,000 Restricted Stock Units accrued under Fisher Scientific International Inc.'s ("FSH") 2005 Equity and Incentive Plan. The Restricted Stock Units were settled pursuant to the merger of Thermo Fisher Scientific Inc. (formerly known as Thermo Electron Corporation), Trumpet Merger Corporation and FSH (the "Merger") for 2.0 shares of TMO common stock on the effective date of the Merger.

- (2) The option vests in five equal annual installments beginning on November 9, 2007.
- (3) Received in the Merger in exchange for an employee stock option to acquire 11,200 shares of FSH common stock for \$61.35 per share.
- (4) 8,800 options are currently exercisable; 8,800 options are exercisable on 12/31/06; and 4,400 options are exercisable on 12/31/07.
- (5) Received in the Merger in exchange for an employee stock option to acquire 11,000 shares of FSH common stock for \$64.60 per share.
- (6) 3,192 options are currently exercisable; 3,192 options are exercisable on 12/31/06; and 1,596 options are exercisable on 12/31/07.
- (7) Received in the Merger in exchange for an employee stock option to acquire 3,990 shares of FSH common stock for \$62.61 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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