

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Malus Alan J

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 below) ____ Other (specify below)
Senior Vice President

(Street)

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

WALTHAM, MA 024549046

(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 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/09/2006		A		24,000	A	<u>(1)</u> 24,000
Common Stock	11/09/2006		A		13,000	A	\$ 0 37,000
Common Stock	11/09/2006		A		13,200	A	<u>(2)</u> 50,200
Common Stock	11/09/2006		A		21,600	A	<u>(3)</u> 71,800
Common Stock	11/09/2006		F		3,909	D	\$ 43.37 67,891

Edgar Filing: THERMO FISHER SCIENTIFIC INC. - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option (Right to Buy)	\$ 19.63	11/09/2006		A		36,000		11/09/2006	09/26/2008	Common Stock	36,000
Stock Option (Right to Buy)	\$ 15	11/09/2006		A		30,000		11/09/2006	05/03/2011	Common Stock	30,000
Stock Option (Right to Buy)	\$ 14.2	11/09/2006		A		20,004		11/09/2006	01/27/2013	Common Stock	20,004
Stock Option (Right to Buy)	\$ 43.37	11/09/2006		A		151,400		<u>(7)</u>	11/09/2013	Common Stock	151,400
Stock Option (Right to Buy)	\$ 30.68	11/09/2006		A		37,400		11/09/2006	03/07/2015	Common Stock	37,400
Stock Option (Right to Buy)	\$ 32.3	11/09/2006		A		36,400		<u>(9)</u>	07/25/2015	Common Stock	36,400
Stock Option (Right to Buy)	\$ 31.31	11/09/2006		A		38,340		<u>(11)</u>	12/19/2015	Common Stock	38,340

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Malus Alan J 81 WYMAN STREET P.O. BOX 9046 WALTHAM, MA 024549046			Senior Vice President	

Signatures

By: Barbara J. Lucas, Attorney-in-Fact for Alan J. Malus

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) Received in exchange for 12,000 shares of Fisher Scientific International Inc. common stock in connection with the merger of Thermo Fisher Scientific Inc. (formerly known as Thermo Electron Corporation), Trumpet Merger Corporation and Fisher Scientific International Inc., ("FSH") (the "Merger"). On the effective date of the Merger, the closing price of FSH's common stock was \$86.58 per share, and the closing price of TMO's common stock was \$43.37 per share.
- (2) Received in exchange for 6,600 Restricted Stock Units accrued under FSH's 2005 Equity and Incentive Plan. The Restricted Stock Units were settled pursuant to the Merger for 2.0 shares of TMO common stock on the effective date of the Merger.
- (3) Received in exchange for 10,800 Restricted Stock Units accrued under FSH's 2005 Equity and Incentive Plan. The Restricted Stock Units were settled pursuant to the Merger for 2.0 shares of TMO common stock on the effective date of the Merger.
- (4) Received in the Merger in exchange for an employee stock option to acquire 18,000 shares of FSH common stock for \$39.25 per share.
- (5) Received in the Merger in exchange for an employee stock option to acquire 15,000 shares of FSH common stock for \$30.00 per share.
- (6) Received in the Merger in exchange for an employee stock option to acquire 10,002 shares of FSH common stock for \$28.40 per share.
- (7) The option vests in five equal annual installments beginning on November 9, 2007.
- (8) Received in the Merger in exchange for an employee stock option to acquire 18,700 shares of FSH common stock for \$61.35 per share.
- (9) 14,560 options are currently exercisable; 14,560 options are exercisable on 12/31/06; and 7,280 options are exercisable on 12/31/07.
- (10) Received in the Merger in exchange for an employee stock option to acquire 18,200 shares of FSH common stock for \$64.60 per share.
- (11) 15,336 options are currently exercisable; 15,336 options are exercisable on 12/31/06; and 7,668 options are exercisable on 12/31/07.
- (12) Received in the Merger in exchange for an employee stock option to acquire 19,170 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.