

THERMO FISHER SCIENTIFIC INC.

Form 4

August 27, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHEEHAN STEPHEN G

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)
08/24/2007

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Sr. VP, Human Resources

(Street)

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

WALTHAM, MA 024549046

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	08/24/2007		M		50,000	A \$ 19.67	61,731.99 ⁽¹⁾	D	
Common Stock	08/24/2007		S		47,500	D \$ 52.5	14,231.99	D	
Common Stock	08/24/2007		S		1,100	D \$ 52.51	13,131.99	D	
Common Stock	08/24/2007		S		1,300	D \$ 52.52	11,831.99	D	
Common Stock	08/24/2007		S		100	D \$ 52.53	11,731.99	D	

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

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(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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 19.67	08/24/2007		M	50,000	<u>(2)</u> 11/21/2012	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHEEHAN STEPHEN G
81 WYMAN STREET
P.O. BOX 9046
WALTHAM, MA 024549046

Sr. VP, Human Resources

Signatures

By: Barbara J. Lucas, Attorney-in-Fact for Stephen G.
Sheehan

08/27/2007

__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) Includes 580.99 shares acquired under the Issuer's employees' stock purchase plan on December 31, 2006.

(2) The option vests in three equal annual installments beginning on November 21, 2005.

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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