

THERMO FISHER SCIENTIFIC INC.

Form 4

November 14, 2006

FORM 4

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

OMB APPROVAL

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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

(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
(Street)

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

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

WALTHAM, MA 024549046

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/09/2006 | | A | | 7,500 | A | \$ 0 |
| Common Stock | 11/09/2006 | | A | | 20,000 | A | 11 27,500 |

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

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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 | (2) 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 | (4) 07/25/2015 | Common Stock 22,000 |
| Stock Option (Right to Buy) | \$ 31.31 | 11/09/2006 | | A | 7,980 | (6) 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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