

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 *
MEISTER PAUL M

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
 Officer (give title below) Other (specify below)

(Street)
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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	11/09/2006		A	350,000	A	(1)	350,000	D
Common Stock	11/09/2006		A	150,000	A	(2)	500,000	D
Common Stock	11/09/2006		A	48,460	A	(3)	548,460	D
Common Stock	11/09/2006		F	72,339	D	\$	476,121	D
Common Stock	11/09/2006		A	984,212	A	(4)	984,212	I
							By Trusts	
							(5)	

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

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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 Number of Shares
Stock Option (Right to Buy)	\$ 4.75	11/09/2006		A		864,604		11/09/2006	01/21/2008	Common Stock	864,604
Stock Option (Right to Buy)	\$ 19.62	11/09/2006		A		600,000		11/09/2006	09/26/2008	Common Stock	600,000
Stock Option (Right to Buy)	\$ 12	11/09/2006		A		500,000		11/09/2006	05/03/2011	Common Stock	500,000
Stock Option (Right to Buy)	\$ 15	11/09/2006		A		200,000		11/09/2006	05/03/2011	Common Stock	200,000
Stock Option (Right to Buy)	\$ 14.2	11/09/2006		A		600,000		11/09/2006	01/27/2013	Common Stock	600,000
Stock Option (Right to Buy)	\$ 43.37	11/09/2006		A		15,600		<u>(11)</u>	11/09/2013	Common Stock	15,600
Stock Option (Right to Buy)	\$ 30.68	11/09/2006		A		119,200		11/09/2006	03/07/2015	Common Stock	119,200
	\$ 32.3	11/09/2006		A		172,080		11/09/2006	07/25/2015		172,080

Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 30.68	11/09/2006	A	178,800	11/09/2006	03/07/2015		Common Stock	178,800
Stock Option (Right to Buy)	\$ 32.3	11/09/2006	A	114,720	11/09/2006	07/25/2015		Common Stock	114,720

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEISTER PAUL M 81 WYMAN STREET P.O. BOX 9046 WALTHAM, MA 024549046		X		

Signatures

By: Barbara J. Lucas, Attorney-in-Fact for Paul M. Meister 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 175,000 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 75,000 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 24,230 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 exchange for 492,106 shares of FSH common stock in connection with 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.
 - (5) The shares are held in a number of trusts for the benefit of the reporting person.
 - (6) Received in the Merger in exchange for a stock option to acquire 432,302 shares of FSH common stock for \$9.50 per share.
 - (7) Received in the Merger in exchange for a stock option to acquire 300,000 shares of FSH common stock for \$39.24 per share.
 - (8) Received in the Merger in exchange for a stock option to acquire 250,000 shares of FSH common stock for \$24.00 per share.
 - (9) Received in the Merger in exchange for a stock option to acquire 100,000 shares of FSH common stock for \$30.00 per share.

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- (10) Received in the Merger in exchange for a stock option to acquire 300,000 shares of FSH common stock for \$28.40 per share.
- (11) The option vests in three equal annual installments beginning on November 9, 2007.
- (12) Received in the Merger in exchange for a stock option to acquire 59,600 shares of FSH common stock for \$61.35 per share.
- (13) Received in the Merger in exchange for a stock option to acquire 86,040 shares of FSH common stock for \$64.60 per share.
- (14) Received in the Merger in exchange for a stock option to acquire 89,400 shares of FSH common stock for \$61.35 per share.
- (15) These options are held by a family trust for the benefit of the reporting person.
- (16) Received in the Merger in exchange for a stock option to acquire 57,360 shares of FSH common stock for \$64.60 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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