

THERMO FISHER SCIENTIFIC INC.
 Form 4
 December 05, 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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/01/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

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) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---|
| | | | Code | V | Amount | Price | | |
| Common Stock | 12/01/2006 | | S ⁽¹⁾ | | 250,000 | D 43.64 | 386,787 ⁽³⁾ | D |
| Common Stock | 12/04/2006 | | M | | 240,725 | A \$ 4.75 | 627,512 | D |
| Common Stock | 12/04/2006 | | M | | 122,488 | A \$ 19.62 | 750,000 | D |
| Common Stock | 12/04/2006 | | S ⁽¹⁾ | | 400,000 | D 44.04 | 350,000 | D |

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| | | | | | | | | | |
|--------------|------------|--|------------------|---------|---|---------------------------|---------|---|------------------------|
| Common Stock | 12/05/2006 | | M | 100,000 | A | \$ 19.62 | 450,000 | D | |
| Common Stock | 12/05/2006 | | S ⁽¹⁾ | 100,000 | D | \$ 44.42 <u>(5)</u> | 350,000 | D | |
| Common Stock | | | | | | | 543,000 | I | By Trust <u>(6)</u> |

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) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Option (Right to Buy) | \$ 4.75 | 12/04/2006 | | M | 240,725 | 11/09/2006 | 01/21/2008 | Common Stock | 240,725 |
| Stock Option (Right to Buy) | \$ 19.62 | 12/04/2006 | | M | 122,488 | 11/09/2006 | 09/26/2008 | Common Stock | 122,488 |
| Stock Option (Right to Buy) | \$ 19.62 | 12/05/2006 | | M | 100,000 | 11/09/2006 | 09/26/2008 | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MEISTER PAUL M 81 WYMAN STREET P.O. BOX 9046 | X | | | |

WALTHAM, MA 024549046

Signatures

By: Barbara J. Lucas, Attorney-in-Fact for Paul M. Meister

12/05/2006

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 13, 2006.

The price is the average price for all shares sold on 12/1/06, actual amounts are as follows: 3,400 shares @ \$43.25; 100 shares @ \$43.30; 200 shares @ \$43.31; 400 shares @ \$43.32; 100 shares @ \$43.33; 100 shares @ \$43.34; 5,400 shares @ \$43.35; 200 shares @ \$43.36; 2,600 shares @ \$43.37; 2,600 shares @ \$43.38; 500 shares @ \$43.39; 1,700 shares @ \$43.40; 300 shares @ \$43.42; 11,200 shares @ \$43.43; 4,200 shares @ \$43.44; 5,800 shares @ \$43.45; 500 shares @ \$43.46; 300 shares @ \$43.47; 500 shares @ \$43.48; 19,600 shares @ \$43.49; 24,800 shares @ \$43.50; 1,600 shares @ \$43.51; 1,300 shares @ \$43.52; 1,800 shares @ \$43.53; 1,400 shares @ \$43.54; 500 shares @ \$43.55; 1,200 shares @ \$43.56; 1,300 shares @ \$43.57; 200 shares @ \$43.58; 1,000 shares @ \$43.59; 50,400 shares @ \$43.60; 4,800 shares @ \$43.64; 10,000 shares @ \$43.70; 10,000 shares @ \$43.73; 10,000 shares @ \$43.74; 20,000 shares @ \$43.78; 2,000 shares @ \$43.87; 18,000 shares @ \$43.89; 23,100 shares @ \$43.90; 6,900 shares @ \$43.91.

- (3) Includes 286,787 shares previously held indirectly through trusts for the benefit of the reporting person, and that were distributed to the reporting person effective as of November 10, 2006, and are now owned directly. See Footnote 6.

The price is the average price for all shares sold on 12/4/06, actual amounts are as follows: 10,500 shares @ \$43.90; 2,200 shares @ \$43.93; 2,300 shares @ \$43.96; 1,100 shares @ \$43.97; 6,900 shares @ \$43.98; 2,000 shares @ \$43.99; 164,800 shares @ \$44.00; 60,100 shares @ \$44.02; 50,100 shares @ \$44.05; 50,000 shares @ \$44.06; 3,500 shares @ \$44.12; 3,200 shares @ \$44.13; 1,000 shares @ \$44.20; 5,000 shares @ \$44.21; 5,000 shares @ \$44.22; 2,500 shares @ \$44.23; 29,800 shares @ \$44.24.

- (5) The price is the average price for all shares sold on 12/5/06, actual amounts are as follows: 300 shares @ \$44.06; 1,100 shares @ \$44.08; 300 shares @ \$44.11; 1,000 shares @ \$44.12; 400 shares @ \$44.13; 100 shares @ \$44.14; 6,800 shares @ \$44.15; 10,000 shares @ \$44.20; 100 shares @ \$44.32; 200 shares @ \$44.33; 2,100 shares @ \$44.34; 2,600 shares @ \$44.35; 3,700 shares @ \$44.38; 400 shares @ \$44.39; 25,900 shares @ \$44.40; 20,000 shares @ \$44.50; 100 shares @ \$44.53; 2,700 shares @ \$44.54; 2,200 shares @ \$44.55; 10,000 shares @ \$44.60; 10,000 shares @ \$44.65.

- (6) Reflects distribution to the reporting person of 286,787 shares held in trusts for the benefit of the reporting person effective as of November 10, 2006, and now owned directly. See Footnote 3.

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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