

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 *
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
 Officer (give title below) _____ Other (specify below)
Senior Vice President

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/09/2006		A		24,000	A	①
Common Stock	11/09/2006		A		13,000	A	\$ 0
Common Stock	11/09/2006		A		13,200	A	②
Common Stock	11/09/2006		A		21,600	A	③
Common Stock	11/09/2006		F		3,909	D	\$ 43.37

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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)			
				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		(7)	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		(9)	07/25/2015	Common Stock	36,400
Stock Option (Right to Buy)	\$ 31.31	11/09/2006		A		38,340		(11)	12/19/2015	Common Stock	38,340

Reporting Owners

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.

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