

THERMO FISHER SCIENTIFIC INC.
 Form 4
 November 14, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 SPERLING SCOTT 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)

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

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

C/O THOMAS H. LEE PARTNERS, L.P., 100 FEDERAL STREET, 35TH FLOOR

(Street)

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

BOSTON, MA 02110

(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		33,686	A	(1) 33,686
Common Stock	11/09/2006		A		4,000	A	(2) 37,686

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: THERMO FISHER SCIENTIFIC INC. - Form 4

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 or Number of Shares
Stock Option (right to buy)	\$ 43.37	11/09/2006		A	15,600	(3)	11/09/2013	Common Stock	15,600
Stock Option (right to buy)	\$ 28.68	11/09/2006		A	20,000	11/09/2006	06/28/2014	Common Stock	20,000
Stock Option (right to Buy)	\$ 30.04	11/09/2006		A	20,000	11/09/2006	05/06/2015	Common Stock	20,000
Stock Option (right to buy)	\$ 36.87	11/09/2006		A	20,000	11/09/2006	05/05/2016	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPERLING SCOTT M C/O THOMAS H. LEE PARTNERS, L.P. 100 FEDERAL STREET, 35TH FLOOR BOSTON, MA 02110	X			

Signatures

/s/ Scott M. Sperling
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).

Received in exchange for 16,843 shares of Fisher Scientific International Inc. ("FSH") common stock in connection with the merger of Thermo Fisher Scientific Inc. (formerly known as Thermo Electron Corporation), Trumpet Merger Corporation and FSH (the "Merger").

- (1) 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. Each share of FSH common stock was converted in the Merger into the right to receive 2.0 shares of TMO common stock.
- (2) Received in exchange for 2,000 Restricted Stock Units accrued under Fisher'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) The option vests in three equal annual installments beginning on November 9, 2007.
- (4) Received in the Merger in exchange for a stock option to acquire 10,000 shares of FSH common stock for \$57.36 per share.
- (5) Received in the Merger in exchange for a stock option to acquire 10,000 shares of FSH common stock for \$60.07 per share.
- (6) Received in the Merger in exchange for a stock option to acquire 10,000 shares of FSH common stock for \$73.73 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.