

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  
(Street)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

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                              | 24,000  | A   | ①  | 24,000  | D |
| Common Stock                    | 11/09/2006                           |  | A                              | 13,000  | A   | \$ 0   | 37,000  | D |
| Common Stock                    | 11/09/2006                           |  | A                              | 13,200  | A   | ②  | 50,200  | D |
| Common Stock                    | 11/09/2006                           |  | A                              | 21,600  | A   | ③  | 71,800  | D |
| Common Stock                    | 11/09/2006                           |  | F                              | 3,909   | D   | \$ 43.37   | 67,891  | D |

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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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|------------------|---|--------------|----------------------------|
|  |  |                                      |  |                                | 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<br>81 WYMAN STREET<br>P.O. BOX 9046<br>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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