

THERMO FISHER SCIENTIFIC INC.

Form 4

June 14, 2016

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILVER PETER 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**  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/10/2016**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
Exec. VP & Chief Admin Officer

**WALTHAM, MA 02451**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 04/04/2016                              |                                                             | G <sup>(1)</sup>                     | V 7,850 D \$ 0                                                          | 64,727                                                                                                             | D                                                                       |                                                                                |
| Common<br>Stock                       | 04/04/2016                              |                                                             | G <sup>(1)</sup>                     | V 7,850 A \$ 0                                                          | 7,850                                                                                                              | I                                                                       | By The<br>Peter M.<br>Wilver<br>Irrevocable<br>GST Trust<br>of 2016            |
| Common<br>Stock                       | 04/11/2016                              |                                                             | G <sup>(2)</sup>                     | V 5,850 D \$ 0                                                          | 19,150                                                                                                             | I                                                                       | By Spouse                                                                      |
|                                       | 04/11/2016                              |                                                             | G <sup>(2)</sup>                     | V 5,850 A \$ 0                                                          | 70,577                                                                                                             | D                                                                       |                                                                                |

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Common  
Stock

|                 |            |                  |   |       |   |      |        |   |           |
|-----------------|------------|------------------|---|-------|---|------|--------|---|-----------|
| Common<br>Stock | 04/11/2016 | G <sup>(3)</sup> | V | 5,950 | D | \$ 0 | 13,200 | I | By Spouse |
|-----------------|------------|------------------|---|-------|---|------|--------|---|-----------|

|                 |            |                  |   |       |   |      |       |   |                                                                        |
|-----------------|------------|------------------|---|-------|---|------|-------|---|------------------------------------------------------------------------|
| Common<br>Stock | 04/11/2016 | G <sup>(3)</sup> | V | 5,950 | A | \$ 0 | 5,950 | I | By The<br>Michelle H.<br>Wilver<br>Irrevocable<br>GST Trust<br>of 2016 |
|-----------------|------------|------------------|---|-------|---|------|-------|---|------------------------------------------------------------------------|

|                 |            |   |  |        |   |          |         |   |  |
|-----------------|------------|---|--|--------|---|----------|---------|---|--|
| Common<br>Stock | 06/10/2016 | M |  | 68,200 | A | \$ 54.97 | 138,777 | D |  |
|-----------------|------------|---|--|--------|---|----------|---------|---|--|

|                 |            |                  |  |        |   |                                |        |   |  |
|-----------------|------------|------------------|--|--------|---|--------------------------------|--------|---|--|
| Common<br>Stock | 06/10/2016 | S <sup>(4)</sup> |  | 48,300 | D | \$<br>152.23<br><sup>(5)</sup> | 90,477 | D |  |
|-----------------|------------|------------------|--|--------|---|--------------------------------|--------|---|--|

|                 |            |                  |  |        |   |                                |        |   |  |
|-----------------|------------|------------------|--|--------|---|--------------------------------|--------|---|--|
| Common<br>Stock | 06/10/2016 | S <sup>(4)</sup> |  | 19,900 | D | \$<br>152.76<br><sup>(6)</sup> | 70,577 | D |  |
|-----------------|------------|------------------|--|--------|---|--------------------------------|--------|---|--|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 54.97                                                           | 06/10/2016                              |                                                             | M                                    | 68,200                                                                                                       | <sup>(7)</sup><br>02/23/2018                                   | Common<br>Stock                                                     | 68,200                                 |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer

Other

WILVER PETER M  
81 WYMAN STREET  
WALTHAM, MA 02451

Exec. VP & Chief Admin Officer

## Signatures

/s/ Barbara J. Lucas, Attorney-in-Fact for Peter M.  
Wilver

06/14/2016

\_\_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) This transaction involved a gift of securities previously owned directly by the reporting person to a trust for the benefit of the reporting person's children. The reporting person's spouse is a trustee of the trust.
- (2) This transaction involved a gift of securities to the reporting person by his spouse, who shares the reporting person's household.
- (3) This transaction involved a gift of securities by the reporting person's spouse to a trust. The reporting person is a trustee of the trust.
- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 10, 2016.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$151.64 to \$152.60, inclusive. The reporting person undertakes to provide to Thermo Fisher Scientific Inc. ("TMO"), any security holder of TMO or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (5) and (6) to this Form 4.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$152.61 to \$153.16, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$152.61 to \$153.16, inclusive.
- (7) The option vested in four equal installments on February 23, 2012, 2013, 2014 and 2015.

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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