

THERMO FISHER SCIENTIFIC INC.

Form 4

November 20, 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

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2006

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

(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

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	11/16/2006		M ⁽¹⁾		99,279	A \$ 4.75 575,400	D
Common Stock	11/16/2006		S ⁽¹⁾		225,400	D \$ 43.79 350,000	D
Common Stock	11/17/2006		M ⁽¹⁾		424,600	A \$ 4.75 774,600	D
Common Stock	11/17/2006		S ⁽¹⁾		424,600	D \$ 43.87 350,000	D

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Common Stock	11/20/2006		<u>M</u> ⁽¹⁾	100,000	A	\$ 4.75	450,000	D	
Common Stock	11/20/2006		<u>S</u> ⁽¹⁾	100,000	D	\$ 43.71 <u>(4)</u>	350,000	D	
Common Stock	11/10/2006		F	154,425	D	\$ 45.03	829,787	I	By Trusts

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 Shares
Stock Option (Right to Buy)	\$ 4.75	11/20/2006		<u>M</u> ⁽¹⁾	100,000	11/09/2006	01/21/2008	Common Stock	100,000
Stock Option (Right to Buy)	\$ 4.75	11/16/2006		<u>M</u> ⁽¹⁾	99,279	11/09/2006	01/21/2008	Common Stock	99,279
Stock Option (Right to Buy)	\$ 4.75	11/17/2006		<u>M</u> ⁽¹⁾	424,600	11/09/2006	01/21/2008	Common Stock	424,600

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

11/20/2006

__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 exercise and sale of the option shares were accomplished pursuant to a 10b5-1(c) sales plan adopted on November 13, 2006.

The sales price shown is the average sales price for directly held shares and all option shares sold on November 16, 2006, actual denominations are as follows: 4,200 shares at \$43.70; 5,500 shares at \$43.71; 10,200 shares at \$43.72; 29,900 shares at \$43.73; 13,000

(2) shares at \$43.74; 77,700 shares at \$43.75; 1,700 shares at \$43.76; 5,000 shares at \$43.77; 5,100 shares at \$43.78; 1,050 shares at \$43.82; 1,650 shares at \$43.83; 15,000 shares at \$43.84; 11,400 shares at \$43.85; 400 shares at \$43.86; 8,500 shares at \$43.90; 3,500 shares at \$43.91; 23,200 shares at \$43.95; 8,400 shares at \$43.98.

The sales price shown is the average sales price for all option shares sold on November 17, 2006, actual denominations are as follows: 13,600 shares at \$43.55; 1,000 shares at \$43.56; 1,800 shares at \$43.57; 1,100 shares at \$43.58; 600 shares at \$43.59; 27,500 shares at \$43.60; 1,600 shares at \$43.61; 300 shares at \$43.63; 800 shares at \$43.64; 27,100 shares at \$43.65; 7,400 shares at \$43.66;

(3) 2,500 shares at \$43.67; 28,200 shares at \$43.68; 18,700 shares at \$43.69; 20,200 shares at \$43.70; 2,100 shares at \$43.71; 3,400 shares at \$43.72; 5,700 shares at \$43.73; 6,400 shares at \$43.74; 5,000 shares at \$43.75; 25,000 shares at \$43.80; 100 shares at \$43.85; 1,300 shares at \$43.86; 500 shares at \$43.87; 2,100 shares at \$43.88; 5,600 shares at \$43.89; 15,400 shares at \$43.90; 67,300 shares at \$44.00; 23,500 shares at \$44.05; 12,500 shares at \$44.06; 3,300 shares at \$44.08; 24,500 shares at \$44.09; 66,400 shares at \$44.10; 2,100 shares at \$44.15.

The sales price shown is the average sales price for all option shares sold on November 20, 2006, actual denominations are as follows:

(4) 6,600 shares at \$43.50; 400 shares at \$43.52; 100 shares at \$43.58; 1,100 shares at \$43.59; 6,900 shares at \$43.60; 300 shares at \$43.61; 1,600 shares at \$43.62; 20,000 shares at \$43.67; 10,000 shares at \$43.70; 300 shares at \$43.71; 2,700 shares at \$43.72; 25,000 shares at \$43.75; 25,000 shares at \$43.80.

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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