

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 \*  
**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)  
11/09/2006

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

(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                              | 350,000   | A   | (1)  | 350,000 D   |
| Common Stock                    | 11/09/2006                           |  | A                              | 150,000   | A   | (2)  | 500,000 D   |
| Common Stock                    | 11/09/2006                           |  | A                              | 48,460  | A   | (3)  | 548,460 D   |
| Common Stock                    | 11/09/2006                           |  | F                              | 72,339  | D   | \$ 43.37   | 476,121 D   |
| Common Stock                    | 11/09/2006                           |  | A                              | 984,212   | A   | (4)  | 984,212 I   |
|                                 |                                      |  |                                |   |   |  | By Trusts (5)   |

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

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SEC 1474  
(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 of Shares |
| Stock Option (Right to Buy)                | \$ 4.75  | 11/09/2006                           |  | A                              |   | 864,604  |     | 11/09/2006  | 01/21/2008      | Common Stock | 864,604                 |
| Stock Option (Right to Buy)                | \$ 19.62   | 11/09/2006                           |  | A                              |   | 600,000  |     | 11/09/2006  | 09/26/2008      | Common Stock | 600,000                 |
| Stock Option (Right to Buy)                | \$ 12  | 11/09/2006                           |  | A                              |   | 500,000  |     | 11/09/2006  | 05/03/2011      | Common Stock | 500,000                 |
| Stock Option (Right to Buy)                | \$ 15  | 11/09/2006                           |  | A                              |   | 200,000  |     | 11/09/2006  | 05/03/2011      | Common Stock | 200,000                 |
| Stock Option (Right to Buy)                | \$ 14.2  | 11/09/2006                           |  | A                              |   | 600,000  |     | 11/09/2006  | 01/27/2013      | Common Stock | 600,000                 |
| Stock Option (Right to Buy)                | \$ 43.37   | 11/09/2006                           |  | A                              |   | 15,600   |     | <u>(11)</u>   | 11/09/2013      | Common Stock | 15,600                  |
| Stock Option (Right to Buy)                | \$ 30.68   | 11/09/2006                           |  | A                              |   | 119,200  |     | 11/09/2006  | 03/07/2015      | Common Stock | 119,200                 |
|  | \$ 32.3  | 11/09/2006                           |  | A                              |   | 172,080  |     | 11/09/2006  | 07/25/2015      |              | 172,080                 |

| Stock Option (Right to Buy) |          |            |   |         |            |            |  | Common Stock |         |
|-----------------------------|----------|------------|---|---------|------------|------------|--|--------------|---------|
| Stock Option (Right to Buy) | \$ 30.68 | 11/09/2006 | A | 178,800 | 11/09/2006 | 03/07/2015 |  | Common Stock | 178,800 |
| Stock Option (Right to Buy) | \$ 32.3  | 11/09/2006 | A | 114,720 | 11/09/2006 | 07/25/2015 |  | Common Stock | 114,720 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MEISTER PAUL M<br>81 WYMAN STREET<br>P.O. BOX 9046<br>WALTHAM, MA 024549046 |               | X         |         |       |

## Signatures

By: Barbara J. Lucas, Attorney-in-Fact for Paul M. Meister 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 175,000 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 75,000 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 24,230 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 exchange for 492,106 shares of FSH common stock in connection with 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.
  - (5) The shares are held in a number of trusts for the benefit of the reporting person.
  - (6) Received in the Merger in exchange for a stock option to acquire 432,302 shares of FSH common stock for \$9.50 per share.
  - (7) Received in the Merger in exchange for a stock option to acquire 300,000 shares of FSH common stock for \$39.24 per share.
  - (8) Received in the Merger in exchange for a stock option to acquire 250,000 shares of FSH common stock for \$24.00 per share.
  - (9) Received in the Merger in exchange for a stock option to acquire 100,000 shares of FSH common stock for \$30.00 per share.

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- (10) Received in the Merger in exchange for a stock option to acquire 300,000 shares of FSH common stock for \$28.40 per share.
- (11) The option vests in three equal annual installments beginning on November 9, 2007.
- (12) Received in the Merger in exchange for a stock option to acquire 59,600 shares of FSH common stock for \$61.35 per share.
- (13) Received in the Merger in exchange for a stock option to acquire 86,040 shares of FSH common stock for \$64.60 per share.
- (14) Received in the Merger in exchange for a stock option to acquire 89,400 shares of FSH common stock for \$61.35 per share.
- (15) These options are held by a family trust for the benefit of the reporting person.
- (16) Received in the Merger in exchange for a stock option to acquire 57,360 shares of FSH common stock for \$64.60 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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