

Massaro Joseph R  
Form 4  
December 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 \*  
Massaro Joseph R

2. Issuer Name and Ticker or Trading Symbol  
THERMO FISHER SCIENTIFIC INC. [TMO]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Sr. VP, Global Bus. Services

(Last) (First) (Middle)  
81 WYMAN STREET, P.O. BOX 9046  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/19/2006

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	12/19/2006		M	4,480 A \$ 30.68	31,980	D	
Common Stock	12/19/2006		M	1,760 A \$ 32.3	33,740	D	
Common Stock	12/19/2006		M	762 A \$ 31.31	34,502	D	
Common Stock	12/19/2006		S <sup>(1)</sup>	7,002 D \$ 45.1	27,500	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 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)	8. Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 30.68	12/19/2006		M		4,480		11/09/2006	03/07/2015	Common Stock	4,480
Stock Option (Right to Buy)	\$ 32.3	12/19/2006		M		1,760		<u>(2)</u>	07/25/2015	Common Stock	1,760
Stock Option (Right to Buy)	\$ 31.31	12/19/2006		M		762		<u>(3)</u>	12/19/2015	Common Stock	762

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Massaro Joseph R 81 WYMAN STREET P.O. BOX 9046 WALTHAM, MA 024549046			Sr. VP, Global Bus. Services	

## Signatures

By: Barbara J. Lucas, Attorney-in-Fact for Joseph R. Massaro

12/20/2006

\*\*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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 8, 2006.
- (2) 8,800 options are currently exercisable; 8,800 options are exercisable on 12/31/06; and 4,400 options are exercisable on 12/31/07.
- (3) 3,192 options are currently exercisable; 3,192 options are exercisable on 12/31/06; and 1,596 options are exercisable on 12/31/07.

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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