

Massaro Joseph R
Form 4
December 20, 2006

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 *
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)

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

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

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Sr. VP, Global Bus. Services

(Street)
WALTHAM, MA 024549046

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
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 ⁽¹⁾	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
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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