

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 *
SHEEHAN STEPHEN G

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)
11/16/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, Human Resources

(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	11/16/2006		M	89,295	A	\$ 19.44	96,151 D
Common Stock	11/16/2006		S	600	D	\$ 43.8	95,551 D
Common Stock	11/16/2006		S	2,000	D	\$ 43.79	93,551 D
Common Stock	11/16/2006		S	100	D	\$ 43.77	93,451 D
Common Stock	11/16/2006		S	1,100	D	\$ 43.76	92,351 D

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Common Stock	11/16/2006	S	2,600	D	\$ 43.75	89,751	D
Common Stock	11/16/2006	S	40,000	D	\$ 43.74	49,751	D
Common Stock	11/16/2006	S	18,000	D	\$ 43.73	31,751	D
Common Stock	11/16/2006	S	6,500	D	\$ 43.72	25,251	D
Common Stock	11/16/2006	S	2,500	D	\$ 43.71	22,751	D
Common Stock	11/16/2006	S	11,600	D	\$ 43.7	11,151	D

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

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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)	\$ 19.44	11/16/2006		M	89,295	<u>(1)</u> 08/06/2008	Common Stock	89,295

Reporting Owners

Reporting Owner Name / Address	Relationships
SHEEHAN STEPHEN G 81 WYMAN STREET P.O. BOX 9046 WALTHAM, MA 024549046	Director 10% Owner Officer Sr. VP, Human Resources

Signatures

By: Barbara J. Lucas, Attorney-in-Fact for Stephen G.
Sheehan

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 option vests in three equal annual installments beginning on August 6, 2002.

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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