

THERMO FISHER SCIENTIFIC INC.

Form 4

February 21, 2008

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 *
Walder Fredric T

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)
02/19/2008

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/19/2008 | | M | | 70,000 | A | \$ 27.4 |
| Common Stock | 02/19/2008 | | S | | 100 | D | \$ 56.97 |
| Common Stock | 02/19/2008 | | S | | 100 | D | \$ 56.99 |
| Common Stock | 02/19/2008 | | S | | 100 | D | \$ 57 |
| Common Stock | 02/19/2008 | | S | | 300 | D | \$ 57.01 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 02/19/2008 | S | 100 | D | \$ 57.03 | 83,530 | D |
| Common Stock | 02/19/2008 | S | 300 | D | \$ 57.04 | 83,230 | D |
| Common Stock | 02/19/2008 | S | 300 | D | \$ 57.05 | 82,930 | D |
| Common Stock | 02/19/2008 | S | 200 | D | \$ 57.07 | 82,730 | D |
| Common Stock | 02/19/2008 | S | 200 | D | \$ 57.08 | 82,530 | D |
| Common Stock | 02/19/2008 | S | 100 | D | \$ 57.09 | 82,430 | D |
| Common Stock | 02/19/2008 | S | 200 | D | \$ 57.1 | 82,230 | D |
| Common Stock | 02/19/2008 | S | 900 | D | \$ 57.14 | 81,330 | D |
| Common Stock | 02/19/2008 | S | 100 | D | \$ 57.15 | 81,230 | D |
| Common Stock | 02/19/2008 | S | 200 | D | \$ 57.16 | 81,030 | D |
| Common Stock | 02/19/2008 | S | 400 | D | \$ 57.17 | 80,630 | D |
| Common Stock | 02/19/2008 | S | 900 | D | \$ 57.18 | 79,730 | D |
| Common Stock | 02/19/2008 | S | 200 | D | \$ 57.19 | 79,530 | D |
| Common Stock | 02/19/2008 | S | 100 | D | \$ 57.2 | 79,430 | D |
| Common Stock | 02/19/2008 | S | 100 | D | \$ 57.23 | 79,330 | D |
| Common Stock | 02/19/2008 | S | 200 | D | \$ 57.24 | 79,130 | D |
| Common Stock | 02/19/2008 | S | 800 | D | \$ 57.25 | 78,330 | D |
| Common Stock | 02/19/2008 | S | 1,100 | D | \$ 57.26 | 77,230 | D |
| Common Stock | 02/19/2008 | S | 200 | D | \$ 57.27 | 77,030 | D |
| Common Stock | 02/19/2008 | S | 500 | D | \$ 57.28 | 76,530 | D |
| | 02/19/2008 | S | 600 | D | | 75,930 | D |

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| | | | | | | | | | | |
|--------------|------------|--|---|-----|-------|----------|--------------------|--|---|-----------|
| Common Stock | | | | | \$ | | | | | |
| | | | | | 57.29 | | | | | |
| Common Stock | 02/19/2008 | | S | 400 | D | \$ 57.3 | 75,530 | | D | |
| Common Stock | 02/19/2008 | | S | 200 | D | \$ 57.31 | 75,330 | | D | |
| Common Stock | 02/19/2008 | | S | 100 | D | \$ 57.32 | 75,230 | | D | |
| Common Stock | | | | | | | 686 ⁽¹⁾ | | I | By Spouse |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 27.4 | 02/19/2008 | | M | 70,000 | ⁽²⁾ 02/25/2012 | Common Stock | 70,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Walder Fredric T 81 WYMAN STREET P.O. BOX 9046 WALTHAM, MA 024549046 | | | Sr. VP, Customer Excellence | |

Signatures

By: Barbara J. Lucas, Attorney-in-Fact for Fredric T.
Walder

02/21/2008

__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) Since the date of the reporting person's last report, 318 shares previously owned through the TMO 401(k) plan were rolled over into a self-directed IRA by the reporting person's spouse and therefore are now owned directly by the reporting person's spouse.
 - (2) The option originally was to have vested in three equal annual installments beginning on February 25, 2006, but became fully exercisable on November 9, 2006, as a result of the Issuer's merger with Fisher Scientific International Inc.

Remarks:

Form 1 of 3

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.