

THERMO FISHER SCIENTIFIC INC.

Form 4

March 23, 2016

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Williamson Stephen

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2016

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr. VP and CFO

WALTHAM, MA 02451

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/21/2016		M		2,527	A	\$ 49.49	28,016	D
Common Stock	03/21/2016		M		4,408	A	\$ 54.97	32,424	D
Common Stock	03/21/2016		M		3,773	A	\$ 49.49	36,197	D
Common Stock	03/21/2016		<u>S</u> ⁽¹⁾		10,708	D	\$ 139.5	25,489	D
Common Stock	03/22/2016		M		1,123	A	\$ 49.49	26,612	D

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Common Stock	03/22/2016	M	1,792	A	\$ 54.97	28,404	D
Common Stock	03/22/2016	M	1,677	A	\$ 49.49	30,081	D

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 or Number of Shares
Stock Option (Right to Buy)	\$ 49.49	03/21/2016		M	2,527	03/05/2011 ⁽²⁾	03/05/2017	Common Stock	2,527
Stock Option (Right to Buy)	\$ 54.97	03/21/2016		M	4,408	⁽³⁾	02/23/2018	Common Stock	4,408
Stock Option (Right to Buy)	\$ 49.49	03/21/2016		M	3,773	03/05/2012 ⁽⁴⁾	03/05/2017	Common Stock	3,773
Stock Option (Right to Buy)	\$ 49.49	03/22/2016		M	1,123	03/05/2011 ⁽²⁾	03/05/2017	Common Stock	1,123
Stock Option (Right to Buy)	\$ 54.97	03/22/2016		M	1,792	⁽³⁾	02/23/2018	Common Stock	1,792
	\$ 49.49	03/22/2016		M	1,677	03/05/2012 ⁽⁴⁾	03/05/2017		1,677

Stock
Option
(Right to
Buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williamson Stephen 81 WYMAN STREET WALTHAM, MA 02451			Sr. VP and CFO	

Signatures

/s/ Barbara J. Lucas, Attorney-in-Fact for Stephen Williamson 03/23/2016

____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 February 18, 2016.
- (2) The option vested in four equal installments on March 5, 2011, 2012, 2013 and 2014.
- (3) The option vested in four equal installments on February 23, 2012, 2013, 2014 and 2015.
- (4) The option vested in four equal installments on March 5, 2012, 2013, 2014 and 2015.

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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