

THERMO ELECTRON CORP

Form 4

April 04, 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

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ULLIAN ELAINE

(Last) (First) (Middle)

81 WYMAN STREET, P.O. BOX
9046

(Street)

WALTHAM, MA 024549046

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
THERMO ELECTRON CORP
[TMO]

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)			
			Code	V	Amount		Price

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

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information contained in this form are not
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Secu (Instr. 5)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	(1)	04/01/2006	A		708.12		(2)	(2)	Common Stock	708.12

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ULLIAN ELAINE 81 WYMAN STREET P.O. BOX 9046 WALTHAM, MA 024549046	X

Signatures

By: Barbara J. Lucas, Attorney-in-Fact for Elaine S. Ullian 04/04/2006

__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) Convertible into Common Stock on a 1-for-1 basis.

Represents stock units credited to the Reporting Person's account as of April 1, 2006, at a price of \$37.07 per unit pursuant to the Issuer's Deferred Compensation Plan for Directors (the 'Plan'). Director's fees and retainers are deferred quarterly under the Plan as Common Stock units based on (a) the average closing price of the stock for the 5 days prior to the end of the quarter with respect to fees and

(2) retainers deferred on or prior to December 31, 2004, and (b) the average of the opening and closing price of the stock as of the quarter end with respect to fees and retainers deferred after December 31, 2004. The shares are distributable as stock upon cessation of director service (for any reason), a change of control or, with respect to stock units credited for fees and retainers deferred on or prior to December 31, 2004 only, retirement from principal occupation.

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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