

SHEEHAN STEPHEN G

Form 4

September 10, 2007

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
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(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)
09/06/2007

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

(Street)

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

WALTHAM, MA 024549046

(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	09/06/2007		M		5,000	A \$ 20.27	16,731.99	D	
Common Stock	09/06/2007		M		50,000	A \$ 19.67	66,731.99	D	
Common Stock	09/06/2007		S		600	D \$ 54.62	66,131.99	D	
Common Stock	09/06/2007		S		100	D \$ 54.63	66,031.99	D	
Common Stock	09/06/2007		S		200	D \$ 54.64	65,831.99	D	

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Common Stock	09/06/2007	S	400	D	\$ 54.65	65,431.99	D
Common Stock	09/06/2007	S	900	D	\$ 54.66	64,531.99	D
Common Stock	09/06/2007	S	300	D	\$ 54.67	64,231.99	D
Common Stock	09/06/2007	S	1,400	D	\$ 54.68	62,831.99	D
Common Stock	09/06/2007	S	1,300	D	\$ 54.69	61,531.99	D
Common Stock	09/06/2007	S	200	D	\$ 54.7	61,331.99	D
Common Stock	09/06/2007	S	500	D	\$ 54.71	60,831.99	D
Common Stock	09/06/2007	S	2,000	D	\$ 54.73	58,831.99	D
Common Stock	09/06/2007	S	100	D	\$ 54.74	58,731.99	D
Common Stock	09/06/2007	S	3,600	D	\$ 54.75	55,131.99	D
Common Stock	09/06/2007	S	1,900	D	\$ 54.76	53,231.99	D
Common Stock	09/06/2007	S	2,100	D	\$ 54.77	51,131.99	D
Common Stock	09/06/2007	S	1,100	D	\$ 54.79	50,031.99	D
Common Stock	09/06/2007	S	1,600	D	\$ 54.8	48,431.99	D
Common Stock	09/06/2007	S	4,900	D	\$ 54.81	43,531.99	D
Common Stock	09/06/2007	S	2,200	D	\$ 54.82	41,331.99	D
Common Stock	09/06/2007	S	900	D	\$ 54.83	40,431.99	D
Common Stock	09/06/2007	S	700	D	\$ 54.84	39,731.99	D
Common Stock	09/06/2007	S	300	D	\$ 54.85	39,431.99	D
Common Stock	09/06/2007	S	600	D	\$ 54.86	38,831.99	D
	09/06/2007	S	300	D		38,531.99	D

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Common Stock						\$ 54.87	
Common Stock	09/06/2007	S	15,000	D	\$ 54.88	23,531.99	D
Common Stock	09/06/2007	S	300	D	\$ 54.89	23,231.99	D
Common Stock	09/06/2007	S	900	D	\$ 54.9	22,331.99	D
Common Stock	09/06/2007	S	400	D	\$ 54.91	21,931.99	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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 20.27	09/06/2007		M	5,000	<u>(1)</u> 03/15/2009	Common Stock	5,000
Stock Option (Right to Buy)	\$ 19.67	09/06/2007		M	50,000	<u>(2)</u> 11/21/2012	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHEEHAN STEPHEN G 81 WYMAN STREET	Sr. VP, Human Resources

P.O. BOX 9046
WALTHAM, MA 024549046

Signatures

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

09/10/2007

__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 March 15, 2003.
- (2) The option originally was to have vested in three equal annual installments beginning on November 21, 2005, 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 2

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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