

THERMO FISHER SCIENTIFIC INC.

Form 4

February 10, 2014

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 *
CASPER MARC N

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)
02/06/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

WALTHAM, MA 02451

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/06/2014		M		100,000 A \$ 57.58	350,994.53 (1)	D
Common Stock	02/06/2014		S		110,000 D \$ 114.38	240,994.53 (2)	D
Common Stock	02/07/2014		M		87,500 A \$ 57.58	328,494.53	D
Common Stock	02/07/2014		S		2,896 D \$ 115.6 (3)	325,598.53	D
Common Stock	02/07/2014		S		32,500 D \$ 116.47	293,098.53	D

					(4)		
					\$		
Common Stock	02/07/2014		S	63,369	D	117.61	229,729.53 D
						(5)	

Common Stock						60,830	I	By Marc N. Casper 2012 Irrevocable Trust
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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 57.58	02/06/2014		M	100,000	(6) 05/15/2015	Common Stock	100,000	
Stock Option (Right to Buy)	\$ 57.58	02/07/2014		M	87,500	(6) 05/15/2015	Common Stock	87,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASPER MARC N 81 WYMAN STREET WALTHAM, MA 02451	X		Chief Executive Officer	

Signatures

/s/ Barbara J. Lucas, Attorney-in-Fact for Marc N.
Casper

02/10/2014

__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 ownership report, he transferred 121,918 shares of TMO common stock and employee stock options to purchase 524,370 shares of TMO common stock (10,487 stock options granted on 2/26/13; 76,903 stock options granted on 2/23/11; 249,480 stock options granted on 11/21/2009; and 187,500 stock options granted on 5/15/2008) to his ex-wife pursuant to a divorce decree. The reporting person no longer reports as beneficially owned any securities owned by his ex-wife.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$114.12 to \$114.78, inclusive. The reporting person undertakes to provide to Thermo Fisher Scientific Inc. ("TMO"), any security holder of TMO or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4) and (5) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$115.04 to \$115.99, inclusive.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$116.00 to \$116.99, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$117.00 to \$117.89, inclusive.

(6) The option vested in five equal annual installments on May 15, 2009, 2010, 2011, 2012, and 2013.

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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