

Durbin Patrick M
Form 4
August 03, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Durbin Patrick M

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)
168 THIRD AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Senior Vice President

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	08/01/2018		S ⁽¹⁾		2,500	D	\$ 234.0849 ⁽²⁾	34,177	D
Common Stock	08/01/2018		M		5,800	A	\$ 73.24	39,977	D
Common Stock	08/01/2018		S ⁽¹⁾		5,302	D	\$ 233.826 ⁽³⁾	34,675	D
Common Stock	08/01/2018		S ⁽¹⁾		498	D	\$ 234.474 ⁽⁴⁾	34,177	D
Common Stock	08/01/2018		M		9,187	A	\$ 124.28	43,364	D

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Common Stock	08/01/2018	S ⁽¹⁾	8,502	D	\$ 233.6803 (5)	34,862	D
Common Stock	08/01/2018	S ⁽¹⁾	685	D	\$ 234.5759 (6)	34,177	D
Common Stock	08/01/2018	M	3,063	A	\$ 124.28	37,240	D
Common Stock	08/01/2018	S ⁽¹⁾	3,063	D	\$ 234.046 (7)	34,177	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. Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 73.24	08/01/2018		M	5,800	(8) 02/26/2020	Common Stock	5,800
Stock Option (Right to Buy)	\$ 124.28	08/01/2018		M	9,187	(9) 02/26/2021	Common Stock	9,187
Stock Option (Right to Buy)	\$ 124.28	08/01/2018		M	3,063	(9) 02/26/2021	Common Stock	3,063

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Durbin Patrick M 168 THIRD AVENUE WALTHAM, MA 02451			Senior Vice President	

Signatures

/s/ Melodie T. Morin, Attorney-in-Fact for Patrick M.
Durbin

08/03/2018

__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 November 14, 2017.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$233.89 to \$234.59, 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), (5), (6) and (7) 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 \$233.22 to \$234.22, inclusive.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$234.23 to \$234.635, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$233.10 to \$234.10, inclusive.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$234.11 to \$234.635, inclusive.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$233.80 to \$234.33, inclusive.

(8) The option vested in four equal installments on February 26, 2014, 2015, 2016, and 2017.

(9) The option vested in four equal installments on February 26, 2015, 2016, 2017, and 2018.

Remarks:

Exhibit List: Exhibit 24 - Confirming Statement

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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