

THERMO FISHER SCIENTIFIC INC.

Form 4

February 28, 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 *
Malus Alan J

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)
02/26/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/26/2014		A	9,266 (1) A \$ 0	125,674	D	
Common Stock	02/26/2014		A	9,100 A \$ 0	134,774	D	
Common Stock	02/26/2014		F	1,424 D \$ 124.28	133,350	D	
Common Stock	02/26/2014		S	7,640 D \$ 124.11 (2)	125,710	D	
Common Stock					14,256	I	By Spouse

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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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 124.28	02/26/2014		A	35,700	(3) 02/26/2021	Common Stock	35,700

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Malus Alan J 81 WYMAN STREET WALTHAM, MA 02451	Executive Vice President

Signatures

/s/ Barbara J. Lucas, Attorney-in-Fact for Alan J. Malus 02/28/2014

**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) Shares represent a performance-based restricted stock unit award granted on February 26, 2013. The Company's Compensation Committee determined on February 26, 2014, that the performance criteria related to this award was satisfied. One-third of the shares vested on February 26, 2014, one-third of the shares vest on February 26, 2015, and the remaining one-third vest on February 26, 2016.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$124.05 to \$124.26, 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

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number of shares sold at each separate price within the range set forth in this footnote.

(3) The option vests in four equal annual installments beginning on February 26, 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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