

THERMO FISHER SCIENTIFIC INC.

Form 4

February 28, 2014

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 *
HOOGASIAN SETH H

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
____X____ Officer (give title below) ____ Other (specify below)
Sr. VP, Gen. Counsel & Sec.

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	02/26/2014		A		3,390 (1)	\$ 0	54,697	D
Common Stock	02/26/2014		A		3,800	\$ 0	58,497	D
Common Stock	02/26/2014		F		381	\$ 124.28	58,116	D
Common Stock							407.26	I
								By 401(k)

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
Stock Option (Right to Buy)	\$ 124.28	02/26/2014		A	14,800	(2) 02/26/2021	Common Stock	14,800

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HOOGASIAN SETH H 81 WYMAN STREET WALTHAM, MA 02451	Sr. VP, Gen. Counsel & Sec.

Signatures

/s/ Barbara J. Lucas, Attorney-in-Fact for Seth H.
Hoogasian 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 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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