

THERMO FISHER SCIENTIFIC INC.
 Form 4
 February 02, 2016

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)
 02/01/2016

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

WALTHAM, MA 02451
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/01/2016		M		80,350 A \$ 54.97	126,171	D
Common Stock	02/01/2016		M		23,050 A \$ 73.24	149,221	D
Common Stock	02/01/2016		S ⁽¹⁾		71,998 D 130.06	77,223	D
					(2)		
Common Stock	02/01/2016		S ⁽¹⁾		25,002 D 130.49	52,221	D
					(3)		
	02/01/2016		S ⁽¹⁾		6,400 D	45,821	D

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Common Stock \$ 131.35
(4)

Common Stock 14,256 I By Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	\$ 54.97	02/01/2016		M	80,350	(5) 02/23/2018	Common Stock	80,350
Stock Option (Right to Buy)	\$ 73.24	02/01/2016		M	23,050	(6) 02/26/2020	Common Stock	23,050

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

02/02/2016

**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 December 9, 2015.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$129.66 to \$130.25, 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) and (4) 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 \$130.26 to \$131.00, inclusive.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.01 to \$131.87, inclusive.

(5) The option vested in four equal annual installments on February 23, 2012, 2013, 2014 and 2015.

(6) The option vests in four equal annual installments beginning on February 26, 2014.

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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