

THERMO FISHER SCIENTIFIC INC.
 Form 4
 March 23, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Williamson Stephen

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)
 03/21/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP and CFO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/21/2016		M		2,527	A	\$ 49.49
Common Stock	03/21/2016		M		4,408	A	\$ 54.97
Common Stock	03/21/2016		M		3,773	A	\$ 49.49
Common Stock	03/21/2016		S ⁽¹⁾		10,708	D	\$ 139.5
Common Stock	03/22/2016		M		1,123	A	\$ 49.49

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Common Stock	03/22/2016	M	1,792	A	\$ 54.97	28,404	D
Common Stock	03/22/2016	M	1,677	A	\$ 49.49	30,081	D

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

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SEC 1474
(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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (Right to Buy)	\$ 49.49	03/21/2016		M	2,527	03/05/2011 ⁽²⁾ 03/05/2017	Common Stock	2,527
Stock Option (Right to Buy)	\$ 54.97	03/21/2016		M	4,408	⁽³⁾ 02/23/2018	Common Stock	4,408
Stock Option (Right to Buy)	\$ 49.49	03/21/2016		M	3,773	03/05/2012 ⁽⁴⁾ 03/05/2017	Common Stock	3,773
Stock Option (Right to Buy)	\$ 49.49	03/22/2016		M	1,123	03/05/2011 ⁽²⁾ 03/05/2017	Common Stock	1,123
Stock Option (Right to Buy)	\$ 54.97	03/22/2016		M	1,792	⁽³⁾ 02/23/2018	Common Stock	1,792
	\$ 49.49	03/22/2016		M	1,677	03/05/2012 ⁽⁴⁾ 03/05/2017		1,677

Stock
Option
(Right to
Buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williamson Stephen 81 WYMAN STREET WALTHAM, MA 02451			Sr. VP and CFO	

Signatures

/s/ Barbara J. Lucas, Attorney-in-Fact for Stephen Williamson	03/23/2016
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 February 18, 2016.
 - (2) The option vested in four equal installments on March 5, 2011, 2012, 2013 and 2014.
 - (3) The option vested in four equal installments on February 23, 2012, 2013, 2014 and 2015.
 - (4) The option vested in four equal installments on March 5, 2012, 2013, 2014 and 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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