

THERMO FISHER SCIENTIFIC INC.

Form 4

February 10, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
CASPER MARC N

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)  
02/06/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock                    | 02/06/2014                           |  | M                              |   | 100,000 A \$ 57.58  | 350,994.53 (1)   | D  |
| Common Stock                    | 02/06/2014                           |  | S                              |   | 110,000 D \$ 114.38   | 240,994.53 (2)   | D  |
| Common Stock                    | 02/07/2014                           |  | M                              |   | 87,500 A \$ 57.58   | 328,494.53   | D  |
| Common Stock                    | 02/07/2014                           |  | S                              |   | 2,896 D \$ 115.6 (3)  | 325,598.53   | D  |
| Common Stock                    | 02/07/2014                           |  | S                              |   | 32,500 D \$ 116.47  | 293,098.53   | D  |

|              |            |  |   |        |     |        |              |
|--------------|------------|--|---|--------|-----|--------|--------------|
|              |            |  |   |        | (4) |        |              |
|              |            |  |   |        | \$  |        |              |
| Common Stock | 02/07/2014 |  | S | 63,369 | D   | 117.61 | 229,729.53 D |
|              |            |  |   |        |     | (5)    |              |

|              |  |  |  |  |  |        |   |   |
|--------------|--|--|--|--|--|--------|---|---|
| Common Stock |  |  |  |  |  | 60,830 | I | By Marc N. Casper<br>2012 Irrevocable Trust |
|--------------|--|--|--|--|--|--------|---|---|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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) |         |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 57.58   | 02/06/2014                           |  | M                              | 100,000   | (6) 05/15/2015   | Common Stock  | 100,000 |                            |
| Stock Option (Right to Buy)                | \$ 57.58   | 02/07/2014                           |  | M                              | 87,500  | (6) 05/15/2015   | Common Stock  | 87,500  |                            |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| CASPER MARC N<br>81 WYMAN STREET<br>WALTHAM, MA 02451 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Barbara J. Lucas, Attorney-in-Fact for Marc N.  
Casper

02/10/2014

\_\_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) Since the date of the reporting person's last ownership report, he transferred 121,918 shares of TMO common stock and employee stock options to purchase 524,370 shares of TMO common stock (10,487 stock options granted on 2/26/13; 76,903 stock options granted on 2/23/11; 249,480 stock options granted on 11/21/2009; and 187,500 stock options granted on 5/15/2008) to his ex-wife pursuant to a divorce decree. The reporting person no longer reports as beneficially owned any securities owned by his ex-wife.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$114.12 to \$114.78, 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) and (5) 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 \$115.04 to \$115.99, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$116.00 to \$116.99, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$117.00 to \$117.89, inclusive.
- (6) The option vested in five equal annual installments on May 15, 2009, 2010, 2011, 2012, and 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.