

Stevenson Mark
Form 4
February 28, 2019

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stevenson Mark

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)
168 THIRD AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2019

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

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)
Common Stock	02/26/2019		A	Amount 15,225 (1)	A \$ 0 92,622	D	
Common Stock	02/26/2019		A	7,800	A \$ 0 100,422	D	
Common Stock	02/26/2019		F	1,663	D \$ 253.99 98,759	D	
Common Stock	02/27/2019		F	2,309	D \$ 259.14 96,450	D	
Common Stock					470.47 (2)	I	By 401(k)

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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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 253.99	02/26/2019		A	31,925	⁽³⁾ 02/26/2026	Common Stock	31,925

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Stevenson Mark
168 THIRD AVENUE
WALTHAM, MA 02451

Executive Vice President & COO

Signatures

/s/ Melodie T. Morin, Attorney-in-Fact for Mark P.
Stevenson

02/28/2019

__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 27, 2018. The Company's Compensation Committee determined on February 26, 2019, that the performance criteria related to this award was satisfied. One-third of the shares vested on February 26, 2019, one-third of the shares vest on February 26, 2020, and the remaining one-third vest on February 26, 2021.
- (2) Between August 25, 2018 and February 27, 2019, the reporting person acquired 12.67 shares of TMO common stock under the TMO 401(k) plan.

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(3) The option vests in four equal annual installments beginning on February 26, 2020.

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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