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THERMO ELECTRON CORP

Form S-8 POS

March 02, 2006

As filed with the Securities and Exchange Commission on March 2, 2006.
Registration No. 33-8993

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

ON

FORM S-8

Registration Statement Under
The Securities Act of 1933

THERMO ELECTRON CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

04-2209186

(I.R.S. Employer
Identification Number)

81 Wyman Street

Waltham, Massachusetts 02454-9046

(Address of Principal Executive Offices) (Zip Code)

THERMO ELECTRON CORPORATION 1974 EMPLOYEES' STOCK OPTION PLAN, AS
AMENDED

THERMO ELECTRON CORPORATION 1981 INCENTIVE STOCK OPTION PLAN, AS
AMENDED

(Full Title of the Plan)

Seth H. Hoogasian, Secretary

Thermo Electron Corporation

81 Wyman Street

Waltham, Massachusetts 02454-9046

(781) 622-1000

(Telephone Number, Including Area Code, of Agent For Service)

Deregistration of Securities

This Post-Effective Amendment No. 1 on Form S-8 to the Registration Statement on Form S-8 (Registration No. 33-8993) is being filed by the Registrant to remove from registration any of the securities that remain unsold thereunder as of the date of filing of this post-effective amendment. The securities were previously registered for sale under the Thermo Electron Corporation 1974 Employees' Stock Option Plan, as amended, and the Thermo Electron Corporation 1981 Incentive Stock Option Plan, as amended (the "Plans"). The deregistered securities represent shares subject to options granted under

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the Plans that expired, were canceled or terminated without having been exercised. As such, the Registrant hereby removes such securities from registration and the registration is hereby terminated.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Thermo Electron certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waltham, Commonwealth of Massachusetts, on this 28th day of February, 2006.

THERMO ELECTRON CORPORATION

By: /s/ Marijn E. Dekkers

Marijn E. Dekkers
Its: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----
/s/ Marijn E. Dekkers ----- Marijn E. Dekkers	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Jim P. Manzi ----- Jim P. Manzi	Chairman of the Board and Director
/s/ Peter M. Wilver ----- Peter M. Wilver	Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Peter E. Hornstra ----- Peter E. Hornstra	Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)
/s/ John L. LaMattina ----- John L. LaMattina	Director
/s/ Peter J. Manning ----- Peter J. Manning	Director
/s/ Robert A. McCabe ----- Robert A. McCabe	Director

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/s/ Robert W. O'Leary	
-----	Director
Robert W. O'Leary	

/s/ Michael E. Porter	
-----	Director
Michael E. Porter	

/s/ Elaine S. Ullian	
-----	Director
Elaine S. Ullian	