

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

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934**

Filed by the Registrant ☒ [X]

Filed by a Party other than the Registrant ☐ []

Check the appropriate box:

☐ [] Preliminary Proxy Statement

☐ [] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☒ [X] Definitive Proxy Statement

☐ [] Definitive Additional Materials

☐ [] Soliciting Material Pursuant to § 240.14a-12

THERMO ELECTRON CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ [X] No fee required.

☐ [] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ [] Fee paid previously with preliminary materials.

☐ [] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

May 16, 2005

VIA Email

Mr. Eric Roiter
General Counsel
Fidelity Investments
82 Devonshire Street, F7C
Boston, MA 02109

Re: Thermo Electron Corporation (the "Company") 2005 Stock Incentive Plan

Dear Mr. Roiter:

This letter is in response to the recent telephone call and the May 16, 2005 follow-up email the Company received from Fidelity Investments, Investment Proxy Research ("Fidelity") regarding the Company's proposed 2005 Stock Incentive Plan (the "Plan"), which is Proposal No. 3 in the Company's proxy statement for its 2005 Annual Meeting of Stockholders to be held on May 17, 2005.

Specifically, this letter responds to your concern that Section 8 of the proposed Plan, entitled "Other Stock Based Awards", does not contain limitations on the vesting of Other Stock Based Awards that are similar to those included in Section 7(c) of the proposed Plan with respect to Restricted Stock. Please be advised that the Company's management will recommend to the Company's Board of Directors, at the Board's July 2005 meeting, that the Plan be amended to address your concerns by adding limitations on the vesting of Other Stock Based Awards that are similar to those contained in Section 7(c) of the proposed Plan pertaining to Restricted Stock.

Please contact me at (781) 622-1198 with any further questions or concerns.

Very truly yours,



Seth H. Hoogasian
General Counsel