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THERMO ELECTRON CORP
Form S-8 POS
June 01, 2001

As filed with the Securities and Exchange Commission on June 1, 2001.
Registration No. 333-48432

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)

2000 EMPLOYEES STOCK PURCHASE PLAN

(Full Title of the Plan)

Sandra L. Lambert, Secretary
Thermo Electron Corporation
81 Wyman Street
P. O. Box 9046
Waltham, Massachusetts 02454-9046
(Name and Address of Agent for Service)

(781) 622-1000
(Telephone Number, Including Area Code, of Agent For Service)

Copies to:
Seth H. Hoogasian, Esq., General Counsel
Thermo Electron Corporation
81 Wyman Street
P. O. Box 9046
Waltham, Massachusetts 02454-9046

This Post-Effective Amendment No. 1 on Form S-8 is being filed by the Registrant solely to correct the name of the plan registered hereunder. On October 23, 2000, the Registrant filed a Registration Statement on Form S-8 which inadvertently referred to the plan registered hereunder as the "Thermo Electron

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Corporation Amended and Restated Employees' Stock Purchase Plan." The correct name of the plan is the "2000 Employees Stock Purchase Plan."

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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waltham, Commonwealth of Massachusetts, on this 1st day of June, 2001.

THERMO ELECTRON CORPORATION

By: /s/ Sandra L. Lambert

Sandra L. Lambert

Its: Vice President, Secretary

POWER OF ATTORNEY

Each of the undersigned Directors and Officers of Thermo Electron Corporation hereby appoints Theo Melas-Kyriazi, Kenneth J. Apicerno, Seth H. Hoogasian and Sandra L. Lambert, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Richard F. Syron* ----- Richard F. Syron	Chief Executive Officer and Director (Principal Executive Officer)	June 1, 2001
/s/ Marijn E. Dekkers* ----- Marijn E. Dekkers	President, Chief Operating Officer and Director	June 1, 2001

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/s/ Theo Melas-Kyriazi* ----- Theo Melas-Kyriazi	Vice President and Chief Financial Officer (Principal Financial Officer)	June 1, 2001
/s/ Peter E. Hornstra ----- Peter E. Hornstra	Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	June 1, 2001
/s/ Samuel W. Bodman* ----- Samuel W. Bodman	Director	June 1, 2001
/s/ Peter O. Crisp* ----- Peter O. Crisp	Director	June 1, 2001
/s/ Frank Jungers* ----- Frank Jungers	Director	June 1, 2001
/s/ Jim P. Manzi* ----- Jim P. Manzi	Director	June 1, 2001
/s/ Robert A. McCabe* ----- Robert A. McCabe	Director	June 1, 2001
/s/ Hutham S. Olayan* ----- Hutham S. Olayan	Director	June 1, 2001
/s/ Robert W. O'Leary* ----- Robert W. O'Leary	Director	June 1, 2001

*The undersigned Sandra L. Lambert, by signing her name hereto, does hereby execute this Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (Reg. No. 333-48432) on behalf of the above-named signatories to the Registration Statement pursuant to powers of attorney executed by such persons and filed with the Securities and Exchange Commission.

By: /s/ Sandra L. Lambert

 Sandra L. Lambert
 Attorney-in-Fact

EXHIBIT INDEX

Exhibit	
Number	Description

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- 5* Opinion of Seth H. Hoogaisan Esq. regarding legality.
- 23.1 Consent of Arthur Andersen LLP
- 23.2 Consent of Seth H. Hoogasian, Esq. (contained in his opinion filed as Exhibit 5).
- 24 Power of Attorney (see signature pages to this Registration Statement).

* Previously filed.

Exhibit 23.1

Consent of Independent Public Accountants

As independent public accountants, we hereby consent to the incorporation by reference in this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 of our report dated February 15, 2001, included in Thermo Electron Corporation's Annual Report on Form 10-K for the year ended December 30, 2000, and to all references to our Firm included in this Post-Effective Amendment.

Arthur Andersen LLP

Boston, Massachusetts
May 25, 2001