

BOSTON SCIENTIFIC CORP
 Form 4
 April 25, 2005

FORM 4

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

OMB APPROVAL

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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 *
TOBIN JAMES R

2. Issuer Name and Ticker or Trading Symbol
**BOSTON SCIENTIFIC CORP
 [(BSX)]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
**ONE BOSTON SCIENTIFIC
 PLACE**
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
04/21/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

NATICK, MA 017601537

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|------------------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | (Instr. 3 and 4) | |
|--------------------------------------|---|-------------------------|--------------------|--|---------------------|--------------------|------------------|------------------|
| | | | | | Date Exercisable | Expiration Date | Title | Am Nun Sha |
| Stock Option (Right to Buy) | \$ 17 | 04/21/2005 | J ⁽¹⁾ | 114,058 | ⁽²⁾ | 03/17/2009 | Common Stock | 11 |
| Stock Option (Right to Buy) | \$ 6.125 | 04/21/2005 | J ⁽¹⁾ | 450,000 | ⁽³⁾ | 12/06/2010 | Common Stock | 45 |
| Stock Option (Right to Buy) | \$ 17 | 04/21/2005 | J ⁽¹⁾ | 114,058 | ⁽²⁾ | 03/17/2009 | Common Stock | 11 |
| Stock Option (Right to Buy) | \$ 6.125 | 04/21/2005 | J ⁽¹⁾ | 450,000 | ⁽³⁾ | 12/06/2010 | Common Stock | 45 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TOBIN JAMES R ONE BOSTON SCIENTIFIC PLACE NATICK, MA 017601537 | X | | President & CEO | |

Signatures

By: /s/ Lawrence J. Knopf,
Attorney-in-fact

04/25/2005

 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) Option shares distributed by grantor retained annuity trust (GRAT) to reporting person on April 21, 2005 to satisfy the GRAT's annuity payment obligation. This distribution is exempt under Rule 16a-13.
- (2) Grant to the reporting person of an option to buy 1,000,000 shares on Common Stock exercisable in annual increments of 200,000 shares each on March 17, 2000, 2001, 2002, 2003 and 2004, the anniversary date of the grant.
- (3) Grant to the reporting person of an option to buy a specified number of shares of Common Stock exercisable in approximately equal annual increments on December 6, 2001, 2002 and 2003, the anniversary date of this grant.

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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