BOSTON SCIENTIFIC CORP

Form 4 May 17, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Burns Brian R

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

BOSTON SCIENTIFIC CORP

[(BSX)]

05/16/2005

(Check all applicable)

SVP - Quality

5. Relationship of Reporting Person(s) to

(First) (Middle)

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

Director 10% Owner X_ Officer (give title Other (specify

ONE BOSTON SCIENTIFIC

(Street)

PLACE

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

NATICK, MA 017601537

(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)	,			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	05/16/2005		M <u>(1)</u>	1,666	A	\$ 12.5	2,955	D			
Common Stock	05/16/2005		M(1)	2,500	A	\$ 6.655	5,455	D			
Common Stock	05/16/2005		M <u>(1)</u>	3,000	A	\$ 21.78	8,455	D			
Common Stock	05/16/2005		M <u>(1)</u>	4,500	A	\$ 21.255	12,955	D			
Common Stock	05/16/2005		S(1)	400	D	\$ 30.63	12,555	D			

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Common Stock	05/16/2005	S <u>(1)</u>	1,100	D	\$ 30.62 11,455	D	
Common Stock	05/16/2005	S <u>(1)</u>	1,666	D	\$ 30.77 9,789	D	
Common Stock	05/16/2005	S(1)	500	D	\$ 30.62 9,289	D	
Common Stock	05/16/2005	S(1)	1,000	D	\$ 30.61 8,289	D	
Common Stock	05/16/2005	S(1)	500	D	\$ 30.52 7,789	D	
Common Stock	05/16/2005	S <u>(1)</u>	500	D	\$ 30.53 7,289	D	
Common Stock	05/16/2005	S <u>(1)</u>	1,000	D	\$ 30.42 6,289	D	
Common Stock	05/16/2005	S(1)	400	D	\$ 30.43 5,889	D	
Common Stock	05/16/2005	S(1)	600	D	\$ 30.42 5,289	D	
Common Stock	05/16/2005	S(1)	100	D	\$ 30.51 5,189	D	
Common Stock	05/16/2005	S(1)	900	D	\$ 30.5 4,289	D	
Common Stock	05/16/2005	S(1)	1,000	D	\$ 30.44 3,289	D	
Common Stock	05/16/2005	S <u>(1)</u>	1,000	D	\$ 30.4 2,289	D	
Common Stock	05/16/2005	S <u>(1)</u>	1,000	D	\$ 30.26 1,289	D	
Common Stock					2,730	I	By 401(k)

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date
Security	or Exercise		any	Code	Securities	(Month/Day/Year)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired	

Se

(In

7. Title and Amount of 8. Underlying Securities De

(Instr. 3 and 4)

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	Derivative Security				(D)	osed of r. 3, 4,				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.66	05/16/2005	M <u>(1)</u>			2,500	<u>(2)</u>	12/19/2010	Common Stock	2,500
Stock Option (Right to Buy)	\$ 12.5	05/16/2005	M(1)			1,666	(3)	12/17/2011	Common Stock	1,666
Stock Option (Right to Buy)	\$ 21.26	05/16/2005	M(1)			4,500	<u>(4)</u>	12/09/2012	Common Stock	4,500
Stock Option (Right to Buy)	\$ 21.78	05/16/2005	M(1)			3,000	<u>(5)</u>	02/25/2013	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
F 8	Director	10% Owner	Officer	Other			
Burns Brian R							
ONE BOSTON SCIENTIFIC PLACE			SVP - Quality				
NATICK, MA 017601537							

Signatures

By: /s/ Lawrence J. Knopf, Attorney-in-fact 05/18/2005

**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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person covering the exercise of options granted to the reporting person and subsequent sale of the underlying securities.
- (2) Grant to the reporting person of an option to buy a specified number of shares of Common Stock exercisable in equal annual increments on December 19, 2001, 2002, 2003 and 2004, the anniversary date of this grant.

Reporting Owners 3

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- (3) Grant to the reporting person of an option to buy a specified number of shares of Common Stock exercisable 25% on December 17, 2002, 50% on December 17, 2003, 75% on December 17, 2004 and 100% on December 17, 2005, the anniversary date of the grant.
- Grant to the reporting person of an option to buy a specified number of shares of Common Stock exercisable 25% on December 9, 2003, 50% on December 9, 2004, 75% on December 9, 2005 and 100% on December 9, 2006, the anniversary date of the grant.
- (5) Grant to the reporting person of an option purchase 100,000 shares of common stock of the Compnay, vesting in equal annual installments beginning on February 25, 2004, 2005, 2006 and 2007, the anniversary date of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.