

BOSTON SCIENTIFIC CORP

Form 4

April 25, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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)

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

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

ONE BOSTON SCIENTIFIC
PLACE

(Street)

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

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)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			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 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)				
			Code	V	(A)	(D)	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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