

BOSTON SCIENTIFIC CORP
 Form 4
 May 17, 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 *
 Burns Brian R

(Last) (First) (Middle)

ONE BOSTON SCIENTIFIC PLACE

(Street)

NATICK, MA 017601537

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/16/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP - Quality

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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				(A) or (D)
Common Stock	05/16/2005		M ⁽¹⁾			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 ⁽¹⁾			3,000	A \$ 21.78	8,455	D	
Common Stock	05/16/2005		M ⁽¹⁾			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 ⁽¹⁾	1,100	D	\$ 30.62	11,455	D	
Common Stock	05/16/2005	S ⁽¹⁾	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 ⁽¹⁾	500	D	\$ 30.53	7,289	D	
Common Stock	05/16/2005	S ⁽¹⁾	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 ⁽¹⁾	1,000	D	\$ 30.4	2,289	D	
Common Stock	05/16/2005	S ⁽¹⁾	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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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Stock Option (Right to Buy)	\$ 6.66	05/16/2005	M ⁽¹⁾	2,500	⁽²⁾	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	⁽⁴⁾	12/09/2012	Common Stock	4,500
Stock Option (Right to Buy)	\$ 21.78	05/16/2005	M ⁽¹⁾	3,000	⁽⁵⁾	02/25/2013	Common Stock	3,000

Reporting Owners

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

Signatures

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

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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.
- (4) 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 Company, 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.

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