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BOSTON SCIENTIFIC CORP

Form 425

February 07, 2006

Filed by Boston Scientific Corporation
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12
under the Securities Exchange Act of 1934

Subject Company: Guidant Corporation
Commission File No.: 001-13388

The following presentation material was made available on February 7, 2006.

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[LOGO]

Results of Operations

December 31, 2005

Safe Harbor: Forward-Looking Statements

[LOGO]

This press release contains forward-looking statements, including, among other statements, statements regarding the proposed business combination between Boston Scientific Corporation and Guidant Corporation, and the anticipated consequences and benefits of such transaction. Statements made in the future tense, and words such as anticipate, expect, project, believe, plan, estimate, intend, will, similar expressions are intended to identify forward-looking statements. These statements are based on current expectations but are subject to certain risks and uncertainties, many of which are difficult to predict and are beyond the control of Boston Scientific or Guidant. Relevant risks and uncertainties include those referenced in Boston Scientific's and Guidant's filings with the Securities and Exchange Commission (SEC) (which can be obtained as described in Additional Information below), and include: general industry conditions and competition; economic conditions, such as interest rate and currency exchange rate fluctuations; technological advances and patents attained by competitors; challenges inherent in new product development, including obtaining regulatory approvals; domestic and foreign health care reforms and governmental laws and regulations; and trends toward health care cost containment. Risks and uncertainties relating to the proposed transaction include: required regulatory approvals will not be obtained in a timely manner, if at all; the proposed transaction will not be consummated; the anticipated benefits of the proposed transaction will not be realized; and the integration of Guidant's operations with Boston Scientific will be materially delayed or will be more costly or difficult than expected. These risks and uncertainties could cause actual results to differ materially from those expressed in or implied by the forward-looking statements, and therefore should be carefully considered. Neither Boston Scientific nor Guidant assumes any obligation to update any forward-looking statements as a result of new information or future events or developments.

Safe Harbor: Additional Information

Boston Scientific and Guidant have filed a preliminary prospectus/proxy statement with the SEC in connection with the proposed transaction. The material contained herein is not a substitute for the preliminary prospectus/proxy statement or any other documents that Boston Scientific and Guidant have filed or will file with the SEC. **Investors and security holders are urged to read the preliminary prospectus/proxy statement and any other relevant documents filed or to be filed by Boston Scientific or Guidant, including the definitive prospectus/proxy statement when available, because they contain or will contain important information about the proposed transaction.** The preliminary prospectus/proxy statement is, and other documents filed or to be filed by Boston Scientific and Guidant with the SEC are or will be, available free of charge at the SEC's website (www.sec.gov) or from Boston Scientific by directing a request to Boston Scientific Corporation, One Boston Scientific Place, Natick, Massachusetts 01760-1537, Attention: Milan Kofol, Investor Relations, or from Guidant by directing a request to Guidant Corporation, 111 Monument Circle, 29th Floor, Indianapolis, Indiana 46204, Attention: Investor Relations.

Neither Boston Scientific nor Guidant is currently engaged in a solicitation of proxies from the security holders of Boston Scientific or Guidant in connection with Boston Scientific's proposed acquisition of Guidant. If a proxy solicitation commences, Boston Scientific, Guidant and their respective directors, executive officers and other employees may be deemed to be participants in such solicitation. Information about Boston Scientific's directors and executive officers is available in Boston Scientific's proxy statement, dated April 4, 2005, for its 2005 annual meeting of stockholders, and information about Guidant's directors and executive officers is available in Guidant's most recent filing on Form 10-K. Additional information about the interests of potential participants is included in the preliminary prospectus/proxy statement referred to above.

**Worldwide Sales by Global Division
2005 vs. 2004**

	WORLDWIDE TOTAL				
	2005	2004	Change		
			@ AFX	@ CFX	
Cardiovascular	\$ 4,498	\$ 4,107	10%	9%	
Electrophysiology	132	130	2%	2%	
Neurovascular	277	253	9%	9%	
CARDIOVASCULAR GROUP	4,907	4,490	9%	9%	
Oncology	207	186	11%	11%	
Endoscopy	697	641	9%	9%	
Urology	324	261	24%	24%	
ENDOSURGERY GROUP	1,228	1,088	13%	13%	
SUBTOTAL	6,135	5,578	10%	10%	
Neuromodulation	148	46	222%	222%	
WORLDWIDE	\$ 6,283	\$ 5,624	12%	11%	

Worldwide Sales by Geography
2005 vs. 2004

	WORLDWIDE TOTAL		Change	
	2005	2004	@ AFX	@ CFX
BSC DOMESTIC	\$ 3,852	\$ 3,502	10%	10%
EUROPE	1,161	994	17%	17%
JAPAN	579	613	(6)%	(4)%
INTER-CONTINENTAL	691	515	34%	28%
BSC INTERNATIONAL	2,431	2,122	15%	13%
TOTAL WORLDWIDE	\$ 6,283	\$ 5,624	12%	11%

**DES Revenue by Region
2005 vs. 2004**

	2005		2004		Change		
U.S.	\$	1,763	\$	1,570	\$	193	12%
Europe		476		344		132	