

TAYLOR JAMES H JR
 Form 4
 November 10, 2004

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 *
 TAYLOR JAMES H JR

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)
 11/08/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, Operations

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 11/08/2004 | | M | | | 25,000 | A | \$ 14.1563 | 29,360 | D | |
| Common Stock | 11/08/2004 | | M | | | 25,000 | A | \$ 8.5 | 54,360 | D | |
| Common Stock | 11/08/2004 | | M | | | 12,500 | A | \$ 12.5 | 66,860 | D | |
| Common Stock | 11/08/2004 | | M | | | 20,000 | A | \$ 21.255 | 86,860 | D | |
| Common Stock | 11/08/2004 | | S | | | 4,700 | D | \$ 36.26 | 82,160 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 11/08/2004 | S | 1,400 | D | \$ 36.27 | 80,760 | D |
| Common Stock | 11/08/2004 | S | 4,600 | D | \$ 36.28 | 76,160 | D |
| Common Stock | 11/08/2004 | S | 1,200 | D | \$ 36.29 | 74,960 | D |
| Common Stock | 11/08/2004 | S | 4,100 | D | \$ 36.3 | 70,860 | D |
| Common Stock | 11/08/2004 | S | 2,100 | D | \$ 36.31 | 68,760 | D |
| Common Stock | 11/08/2004 | S | 500 | D | \$ 36.32 | 68,260 | D |
| Common Stock | 11/08/2004 | S | 13,600 | D | \$ 36.33 | 54,660 | D |
| Common Stock | 11/08/2004 | S | 7,600 | D | \$ 36.34 | 47,060 | D |
| Common Stock | 11/08/2004 | S | 4,300 | D | \$ 36.35 | 42,760 | D |
| Common Stock | 11/08/2004 | S | 5,800 | D | \$ 36.36 | 36,960 | D |
| Common Stock | 11/08/2004 | S | 4,900 | D | \$ 36.37 | 32,060 | D |
| Common Stock | 11/08/2004 | S | 300 | D | \$ 36.38 | 31,760 | D |
| Common Stock | 11/08/2004 | S | 1,900 | D | \$ 36.39 | 29,860 | D |
| Common Stock | 11/08/2004 | S | 4,100 | D | \$ 36.4 | 25,760 | D |
| Common Stock | 11/08/2004 | S | 2,700 | D | \$ 36.41 | 23,060 | D |
| Common Stock | 11/08/2004 | S | 5,600 | D | \$ 36.42 | 17,460 | D |
| Common Stock | 11/08/2004 | S | 3,200 | D | \$ 36.43 | 14,260 | D |
| Common Stock | 11/08/2004 | S | 5,700 | D | \$ 36.44 | 8,560 | D |
| Common Stock | 11/08/2004 | S | 2,300 | D | \$ 36.46 | 6,260 | D |
| Common Stock | 11/08/2004 | S | 600 | D | \$ 36.47 | 5,660 | D |
| | 11/08/2004 | S | 1,200 | D | \$ 36.48 | 4,460 | D |

| | | | | | | | | |
|-----------------|------------|--|---|-----|---|----------|--------|-------------------------|
| Common Stock | | | | | | | | |
| Common Stock | 11/08/2004 | | S | 100 | D | \$ 36.41 | 4,360 | D |
| Common Stock | | | | | | | 10,662 | I |
| | | | | | | | | By 401(k) <u>(1)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Derivative Security | 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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|--|-------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 14.1563 | 11/08/2004 | | M | 25,000 | <u>(2)</u> | 05/09/2010 | Common Stock | 25,000 |
| Stock Option (Right to Buy) | \$ 8.5 | 11/08/2004 | | M | 25,000 | <u>(3)</u> | 07/25/2010 | Common Stock | 25,000 |
| Stock Option (Right to Buy) | \$ 12.5 | 11/08/2004 | | M | 12,500 | <u>(4)</u> | 12/17/2011 | Common Stock | 12,500 |
| Stock Option (Right to Buy) | \$ 21.255 | 11/08/2004 | | M | 20,000 | <u>(5)</u> | 12/09/2012 | Common Stock | 20,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

TAYLOR JAMES H JR
ONE BOSTON SCIENTIFIC PLACE
NATICK, MA 017601537

Sr. VP,
Operations

Signatures

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

11/10/2004

__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) Balance reflects the most current data available with regard to share holdings in the Company's 401(k) Savings Plan.
- (2) Grant to the reporting person of an option to buy a specified number of shares of Common Stock exercisable 25% on May 9, 2001, 50% on May 9, 2002, 75% on May 9, 2003 and 100% on May 9, 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 25% on July 25, 2001, 50% on July 25, 2002, 75% on July 25, 2003 and 100% on July 25, 2004, 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 17, 2002, 50% on December 17, 2003, 75% on December 17, 2004 and 100% on December 17, 2005, the anniversary date of the grant.
- (5) 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.

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.