BOSTON SCIENTIFIC CORP

Form 4 May 03, 2006

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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obligations may continue. See Instruction

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * DEPARLE NANCY ANN

(First)

2. Issuer Name and Ticker or Trading

Symbol

BOSTON SCIENTIFIC CORP

[(BSX)]

Issuer

(Middle)

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

05/03/2006

_X__ Director 10% Owner Officer (give title _ Other (specify

5. Relationship of Reporting Person(s) to

(Check all applicable)

ONE BOSTON SCIENTIFIC **PLACE**

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	05/03/2006		M	26,891	A	\$ 10.52	31,762	D	
Common Stock	05/03/2006		M	35,855	A	\$ 11.42	67,617	D	
Common Stock	05/03/2006		M	12,746	A	\$ 16.46	80,363	D	
Common Stock	05/03/2006		S	77,810	D	\$ 22	2,553	D	

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

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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)	Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.52	05/03/2006		M	26,891	<u>(1)</u>	05/18/2012	Common Stock	26,891
Stock Option (Right to Buy)	\$ 11.42	05/03/2006		M	35,855	<u>(1)</u>	05/19/2013	Common Stock	35,855
Stock Option (Right to Buy)	\$ 16.46	05/03/2006		M	12,746	<u>(1)</u>	05/18/2014	Common Stock	12,746

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
DEPARLE NANCY ANN ONE BOSTON SCIENTIFIC PLACE NATICK, MA 017601537	X					

Signatures

By: /s/ Lawrence J. Knopf, Attorney-in-fact 05/03/2006

**Signature of Reporting Person Date

Reporting Owners 2

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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) Reflects options to purchase common stock of Boston Scientific originally granted as options to purchase common stock of Guidant Corporation and assumed by Boston Scientific in connection with its acquisition of Guidant. These options are fully exercisable.

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.