BOSTON SCIENTIFIC CORP

Form 4 May 19, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

SANDMAN PAUL W

2. Issuer Name and Ticker or Trading

Symbol

BOSTON SCIENTIFIC CORP

[(BSX)]

(Last) (First) (Middle)

(Street)

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

05/17/2006

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

10% Owner Other (specify

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

ONE BOSTON SCIENTIFIC

PLACE

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

SVP and General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

X_ Officer (give title

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

NATICK, MA 017601537

(State) (Zip) (City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionDerivative Conversion

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	(1)	05/17/2006		A	8,700	(2)	(2)	Common Stock	8,700
Stock Option (Right to Buy)	\$ 20.6	05/17/2006		A	25,500	(3)	05/17/2016	Common Stock	25,500

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SANDMAN PAUL W ONE BOSTON SCIENTIFIC PLACE NATICK, MA 017601537

SVP and General Counsel

Signatures

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

**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).

05/19/2006

- (1) Each deferred stock unit represents the Company's promise to issue one share of Boston Scientific common stock.
- Shares of common stock will be issued to the reporting person in four equal annual installments beginning on May 17, 2008, the second anniversary of the award, provided the reporting person continues to be an employee of Boston Scientific or in limited other circumstances
- Grant to the reporting person of an option to buy a specified number of shares of Common Stock exercisable in four equal annual (3) increments beginning on May 17, 2007, provided the reporting person continues to be an employee of Boston Scientific or in limited other circumstances.

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.

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