

BOSTON SCIENTIFIC CORP
 Form 3
 December 23, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Burns Brian R | | (Month/Day/Year) | BOSTON SCIENTIFIC CORP [(BSX)] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| ONE BOSTON SCIENTIFIC PLACE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| NATICK,Â MAÂ 017601537 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | SVP - Quality | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,289 | D | Â |
| Common Stock | 2,705 | I | By 401(k) |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------------|--------------------|--------------|----------------------------------|------------------------|---|---|
| Stock Option (Right to Buy) | Â (1) | 12/19/2010 | Common Stock | 2,500 | \$ 6.655 | D | Â |
| Stock Option (Right to Buy) | Â (2) | 12/17/2011 | Common Stock | 3,334 | \$ 12.5 | D | Â |
| Stock Option (Right to Buy) | Â (3) | 12/09/2012 | Common Stock | 13,500 | \$ 21.255 | D | Â |
| Stock Option (Right to Buy) | Â (4) | 02/25/2013 | Common Stock | 6,000 | \$ 21.78 | D | Â |
| Stock Option (Right to Buy) | Â (5) | 12/11/2013 | Common Stock | 8,000 | \$ 34.79 | D | Â |
| Stock Option (Right to Buy) | Â (6) | 06/15/2014 | Common Stock | 100,000 | \$ 41.98 | D | Â |

Reporting Owners

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

Signatures

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

12/23/2004

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 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.
 - (2) 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.
 - (3) 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.
 - (4) 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.
 - (5) Grant to the reporting person of an option to purchase a specified number of shares exercisable in equal annual installments beginning on December 11, 2004, 2005, 2006 and 2007, the anniversary date of the grant.
 - (6) Grant to the reporting person of an option to buy a specified number of shares of Common Stock exercisable in equal annual increments on June 15, 2005, 2006 and 2007, the anniversary date of this grant.

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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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