

BOSTON SCIENTIFIC CORP
 Form 4
 August 04, 2005

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 *
 Russell Mary E

(Last) (First) (Middle)

ONE BOSTON SCIENTIFIC PLACE

(Street)

NATICK, MA 017601537

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 BOSTON SCIENTIFIC CORP
 [(BSX)]

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/03/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 SVP and CMO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	08/03/2005 ⁽¹⁾		M		5,000	A	\$ 6.66
Common Stock	08/03/2005 ⁽¹⁾		M		15,000	A	\$ 8.99
Common Stock	08/03/2005 ⁽¹⁾		M		6,000	A	\$ 12.5
Common Stock	08/03/2005 ⁽¹⁾		S		26,000	D	\$ 28.5
					0		

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)	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
Stock Option (Right to Buy)	\$ 6.66	08/03/2005 ⁽¹⁾		M	5,000	⁽²⁾ 12/19/2010	Common Stock	5,000
Stock Option (Right to Buy)	\$ 8.99	08/03/2005 ⁽¹⁾		M	15,000	⁽³⁾ 07/17/2011	Common Stock	15,000
Stock Option (Right to Buy)	\$ 12.5	08/03/2005 ⁽¹⁾		M	6,000	⁽⁴⁾ 12/17/2011	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Russell Mary E ONE BOSTON SCIENTIFIC PLACE NATICK, MA 017601537			SVP and CMO	

Signatures

By: /s/ Lawrence J. Knopf,
Attorney-in-fact 08/04/2005

**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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person covering the exercise of options granted to the reporting person and subsequent sale of the underlying securities.
- (2) 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.
- (3) Grant to the reporting person of an option to purchase a specified number of shares of common stock of the Company exercisable in equal annual increments on July 17, 2002, 2003, 2004 and 2005, 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.

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.