OCWIEJA DENNIS A

Form 4 May 12, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

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response...

if no longer subject to Section 16. Form 4 or

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

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)

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(Print or Type Responses)

1. Name and Address of Reporting Person * OCWIEJA DENNIS A

(First)

2. Issuer Name and Ticker or Trading

Symbol

BOSTON SCIENTIFIC CORP

[(BSX)]

5. Relationship of Reporting Person(s) to

Issuer

3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

SVP, Regulatory

X_ Officer (give title below)

Other (specify

ONE BOSTON SCIENTIFIC **PLACE**

> (Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

(Month/Day/Year)

01/03/2005

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

(State) (Zip) (City)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (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

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

Reported (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)

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

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8 Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8		uired (A) isposed of r. 3, 4,		/Year)	(Instr. 3 and	4)
				Code '	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 34.29	01/03/2005(1)		A	60,000		(2)	01/03/2015	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

OCWIEJA DENNIS A ONE BOSTON SCIENTIFIC PLACE NATICK, MA 017601537

SVP, Regulatory

Signatures

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

05/11/2005

Date

**Signature of Reporting Person

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) Late filing due to administrative oversight.
- (2) Grant to the reporting person of an option to buy a specified number of shares of common stock of the Company exercisable in equal annual installments on January 3, 2006, 2007, 2008 and 2009, 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.

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