

TOBIN JAMES R
Form 4/A
January 05, 2005

FORM 4

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

OMB APPROVAL

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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 *
TOBIN JAMES R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE BOSTON SCIENTIFIC PLACE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/29/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

NATICK, MA 017601537

4. If Amendment, Date Original Filed(Month/Day/Year)
07/29/2004

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

(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. 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)
				(A) or (D)	Price \$		
				Code V	Amount		
Common Stock	07/29/2004		M	50,000	A 8.5 <u>(1)</u>	100,000	D
Common Stock					9,727	I	By 401(k)

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

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(9-02)

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.5 ⁽²⁾	07/29/2004		M	50,000	⁽³⁾	07/25/2010	Common Stock	50,000
Stock Option (Right to Buy)	\$ 17					⁽⁴⁾	03/17/2009	Common Stock	1,450,000
Stock Option (Right to Buy)	\$ 14.1563					⁽⁵⁾	05/09/2010	Common Stock	180,000
Stock Option (Right to Buy)	\$ 12.5					⁽⁶⁾	12/17/2011	Common Stock	90,000
Stock Option (Right to Buy)	\$ 21.78					⁽⁷⁾	02/25/2013	Common Stock	200,000
Stock Option (Right to Buy)	\$ 33.8					⁽⁸⁾	12/16/2013	Common Stock	200,000
Stock Option (Right to Buy)	\$ 17					⁽⁴⁾	03/17/2009	Common Stock	550,000
Stock Option (Right to Buy)	\$ 6.125					⁽⁹⁾	12/06/2010	Common Stock	450,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOBIN JAMES R ONE BOSTON SCIENTIFIC PLACE NATICK, MA 017601537	X		President & CEO	

Signatures

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

01/05/2005

__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) This filing corrects an administrative error in the price for securities acquired upon exercise of a stock option.
- (2) Since the reporting person's last report, 1,000,000 options to purchase common stock of the Company were contributed to a Grantor Retained Annuity Trust (GRAT).
- (3) Grant to the reporting person of an option to buy a specified number of shares of Common Stock exercisable 25% on July 25, 2001, 50% on July 25, 2002, 75% on July 25, 2003 and 100% on July 25, 2004, the anniversary date of the grant.
- (4) Grant to the reporting person of an option to buy 1,000,000 shares on Common Stock exercisable in annual increments of 200,000 shares each on March 17, 2000, 2001, 2002, 2003 and 2004, the anniversary date of the grant.
- (5) Grant to the reporting person of an option to buy a specified number of shares of Common Stock exercisable 25% on May 9, 2001, 50% on May 9, 2002, 75% on May 9, 2003 and 100% on May 9, 2004, 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 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.
- (7) 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.
- (8) Grant to the reporting person of an option to purchase a specified number of shares exercisable in equal annual installments beginning on December 16, 2004, 2005, 2006 and 2007, the anniversary date of the grant.
- (9) Grant to the reporting person of an option to buy a specified number of shares of Common Stock exercisable in approximately equal annual increments on December 6, 2001, 2002 and 2003, the anniversary date of this 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.