

TAYLOR JAMES H JR

Form 4

November 10, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TAYLOR JAMES H JR

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2004

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Sr. VP, Operations

(Street)

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

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

NATICK, MA 017601537

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	11/08/2004		M		25,000	A	\$ 14.1563	29,360 D
Common Stock	11/08/2004		M		25,000	A	\$ 8.5	54,360 D
Common Stock	11/08/2004		M		12,500	A	\$ 12.5	66,860 D
Common Stock	11/08/2004		M		20,000	A	\$ 21.255	86,860 D
Common Stock	11/08/2004		S		4,700	D	\$ 36.26	82,160 D

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Common Stock	11/08/2004	S	1,400	D	\$ 36.27	80,760	D
Common Stock	11/08/2004	S	4,600	D	\$ 36.28	76,160	D
Common Stock	11/08/2004	S	1,200	D	\$ 36.29	74,960	D
Common Stock	11/08/2004	S	4,100	D	\$ 36.3	70,860	D
Common Stock	11/08/2004	S	2,100	D	\$ 36.31	68,760	D
Common Stock	11/08/2004	S	500	D	\$ 36.32	68,260	D
Common Stock	11/08/2004	S	13,600	D	\$ 36.33	54,660	D
Common Stock	11/08/2004	S	7,600	D	\$ 36.34	47,060	D
Common Stock	11/08/2004	S	4,300	D	\$ 36.35	42,760	D
Common Stock	11/08/2004	S	5,800	D	\$ 36.36	36,960	D
Common Stock	11/08/2004	S	4,900	D	\$ 36.37	32,060	D
Common Stock	11/08/2004	S	300	D	\$ 36.38	31,760	D
Common Stock	11/08/2004	S	1,900	D	\$ 36.39	29,860	D
Common Stock	11/08/2004	S	4,100	D	\$ 36.4	25,760	D
Common Stock	11/08/2004	S	2,700	D	\$ 36.41	23,060	D
Common Stock	11/08/2004	S	5,600	D	\$ 36.42	17,460	D
Common Stock	11/08/2004	S	3,200	D	\$ 36.43	14,260	D
Common Stock	11/08/2004	S	5,700	D	\$ 36.44	8,560	D
Common Stock	11/08/2004	S	2,300	D	\$ 36.46	6,260	D
Common Stock	11/08/2004	S	600	D	\$ 36.47	5,660	D
	11/08/2004	S	1,200	D	\$ 36.48	4,460	D

Common
Stock

Common Stock	11/08/2004	S	100	D	\$ 36.41	4,360	D
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Common Stock						10,662	I	By 401(k) <u>(1)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14.1563	11/08/2004		M	25,000	<u>(2)</u>	05/09/2010	Common Stock		25,000
Stock Option (Right to Buy)	\$ 8.5	11/08/2004		M	25,000	<u>(3)</u>	07/25/2010	Common Stock		25,000
Stock Option (Right to Buy)	\$ 12.5	11/08/2004		M	12,500	<u>(4)</u>	12/17/2011	Common Stock		12,500
Stock Option (Right to Buy)	\$ 21.255	11/08/2004		M	20,000	<u>(5)</u>	12/09/2012	Common Stock		20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

TAYLOR JAMES H JR
ONE BOSTON SCIENTIFIC PLACE
NATICK, MA 017601537

Sr. VP,
Operations

Signatures

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

11/10/2004

__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) Balance reflects the most current data available with regard to share holdings in the Company's 401(k) Savings Plan.
- (2) 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.
- (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 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.
- (5) 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.

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