

BOSTON SCIENTIFIC CORP
 Form 4
 January 03, 2003
 SEC Form 4

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|---|---|--|
| <p>FORM 4</p> <p>[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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(f) of the Investment Company Act of 1940</p> | <p>OMB APPROVAL</p> <p style="text-align: center;">—</p> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. 0.5</p> |
|---|---|--|

| | | | |
|--|--|---|--|
| <p>1. Name and Address of Reporting Person*</p> <p>Rudman, Warren B.</p> <p>—</p> <p>(Last) (First) (Middle)</p> <p>One Boston Scientific Place</p> <p>—</p> <p>(Street)</p> <p>Natick, MA 01760-1537</p> <p>(City) (State) (Zip)</p> <p>USA</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Boston Scientific Corporation (BSX)</p> <p>—</p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> | <p>4. Statement for (Month/Day/Year)</p> <p>December 31, 2002</p> <p>—</p> <p>5. If Amendment, Date of Original (Month/Year)</p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director</p> <p>_____ 10% Owner</p> <p>_____ Officer</p> <p>_____ Other</p> <p>Officer/Other Description _____</p> <p>—</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing</p> <p><input type="checkbox"/> Joint/Group Filing</p> |
|--|--|---|--|

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code and Voluntary Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5) | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|---|--|---|---|---|
| | | | | | | |

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| | | | | | | |
|---------------------|--|----------|--------------------------|-------|---|-----------|
| | | - | | | | |
| | | Code I V | - | | | |
| | | | Amount A/D Price | | | |
| Common Stock | | | | 3,000 | D | |
| Common Stock | | | | 500 | I | By Spouse |
| | | | | | | |

Reminder:
Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(over)
SEC 1474
(3-99)

**Rudman,
Warren B.**

**December
2002**

**Form 4
(continued)**

**Table II -
Derivative
Securities
Acquired,
Disposed of,
or
Beneficially
Owned
(e.g., puts,
calls,
warrants,
options,
convertible
securities)**

| | | | | | | | | | |
|------------------------|------------------|---------------------|----|-----------|-----------------------------|------------------------|-------------|--------------|-----|
| 1. Title of Derivative | 2. Conversion or | 3. Transaction Date | 4. | 5. Number | 6. Date Exercisable(DE) and | 7. Title and Amount of | 8. Price of | 9. Number of | 10. |
|------------------------|------------------|---------------------|----|-----------|-----------------------------|------------------------|-------------|--------------|-----|

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| Security (Instr. 3) | Exercise Price of Derivative Security | (Month/Day/Year) | Transaction Code and Voluntary (V) Code (Instr.8) | of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | Expiration Date(ED) (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Derivative Security (Instr.5) | Derivative Securities Beneficially Owned at End of Month (Instr.4) | Ownership Form of Derivative Security Direct (D) or Indirect (I) |
|---------------------------------|---------------------------------------|------------------|---|---|--------------------------------------|--|-------------------------------|--|--|
| Stock Equivalent Units (1) | \$0.0000 | 12/31/2002 | A | (A) 329 | — (DE) (ED) | Common Stock - 329 | \$30.3740 | 6,182 | D |
| Phantom Stock (2) | \$0.0000 | | | | | Common Stock - 4,000 | | 4,000 | D |
| Stock Option (Right to Buy) NED | \$28.3125 | | | | Varies (3) 05/09/2010 | Common Stock - 4,000 | | 4,000 | D |
| Stock Option (Right to Buy) NED | \$15.5300 | | | | Varies (4) 05/08/2011 | Common Stock - 2,000 | | 2,000 | D |
| Stock Option (Right to Buy) NED | \$24.6800 | | | | Varies (5) 05/07/2012 | Common Stock - 2,000 | | 2,000 | D |
| | | | | | | | | | |

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal
 By: /s/ Lawrence J. Knopf,
 Attorney-in-fact

Violations.

01-03-2003

See 18
U.S.C. 1001
and 15 U.S.C.
78ff(a).

** Signature of Reporting Person
Date

Warren B. Rudman

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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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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**Rudman,
Warren B.**

-

**December
2002**

**Form 4
(continued)**

**FOOTNOTE
Descriptions
for Boston
Scientific
Corporation
BSX**

Form 4 -
December
2002

**Warren B.
Rudman
One Boston
Scientific Place**

Natick, MA
01760-1537

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Explanation of responses:

(1) Stock equivalent units were acquired by the Reporting Person pursuant to the Boston Scientific Corporation Deferred Compensation Program.

(2) Restricted stock granted to reported person and deferred under the Company's Deferred Compensation Program.

(3) Grant to reporting person of options to buy 4,000 shares of Common Stock exercisable in annual installments of 1,333 shares on May 9, 2001, 1,333 shares on May 10, 2002 and 1,334 shares on May 9, 2003, the anniversary date of the grant.

(4) Grant to the reporting person of options to buy 2,000 shares of Common Stock exercisable in annual installments of 667, 667 and 666 shares each on May 8, 2002, 2003 and 2004, the anniversary date of the grant.

(5) Grant to the reporting person of options to buy 2,000 shares of Common Stock exercisable in annual installments of

667, 667 and 666
shares each on
May 7, 2003, 2004
and 2005, the
anniversary date
of the grant.

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