

MACLEAN ROBERT G
 Form 4
 February 24, 2003
 SEC Form 4

<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>
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<p>1. Name and Address of Reporting Person*</p> <p>MacLean, Robert G.</p> <p style="text-align: center;">—</p> <p>(Last) (First) (Middle)</p> <p>One Boston Scientific Place</p> <p style="text-align: center;">—</p> <p>(Street)</p> <p>Natick, MA 01760-1537</p> <p style="text-align: center;">—</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 style="text-align: center;">—</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>February 20, 2003</p> <p style="text-align: center;">—</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>_____ Director</p> <p>_____ 10% Owner</p> <p><input checked="" type="checkbox"/> Officer</p> <p>_____ Other</p> <p>Officer/Other Description Senior Vice President, Human Resources</p> <p style="text-align: center;">—</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>
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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 V	-	Amount A/D Price		
Common Stock	02/20/2003	M		20,000 A \$20.6875		D
Common Stock	02/20/2003	S		20,000 D \$42.5000	17,670	D
Common Stock					3,551	I By 401(k) (1)

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)

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**MacLean,
Robert G.**

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2003**

**Form 4
(continued)**

<p>Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls,</p>

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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)	4. Transaction Code and Voluntary (V) Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	
Stock Option (Right to Buy)	\$20.6875	02/20/2003	M	(D) 20,000	— (DE) (ED)	Common Stock - 20,000		80,000	D	
Stock Option (Right to Buy)	\$24.8125				Varies (3) 05/05/2007	Common Stock - 160,000		160,000	D	
Stock Option (Right to Buy)	\$20.7813				12/19/1998 12/19/2007	Common Stock - 28,000		28,000	D	
Stock Option (Right to Buy)	\$24.8750				12/23/1999 12/23/2008	Common Stock - 15,000		15,000	D	
Stock Option (Right to Buy)	\$35.7500				Varies (4) 04/19/2009	Common Stock - 100,000		100,000	D	
Stock Option (Right to Buy)	\$28.3125				Varies (5) 05/09/2010	Common Stock - 40,000		40,000	D	

Stock Option (Right to Buy)	\$17.0000				Varies (6) 07/25/2010	Common Stock - 55,000		55,000	D
Stock Option (Right to Buy)	\$12.2500				Varies (7) 12/06/2010	Common Stock - 225,000		225,000	D
Stock Option (Right to Buy)	\$25.0000				Varies (8) 12/17/2011	Common Stock - 20,000		20,000	D

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

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

02-24-2003

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

** Signature of Reporting Person
Date

Power of Attorney

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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**MacLean,
Robert G.**

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**February
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**Form 4
(continued)**

**FOOTNOTE
Descriptions
for Boston
Scientific
Corporation
(BSX)**

Form 4 -
February
2003

**Robert G.
MacLean
One Boston
Scientific Place**

**Natick, MA
01760-1537**

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**Explanation of
responses:**

(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
to buy a specified
number of shares
of Common Stock
exercisable 10%
on May 9, 1997,
30% on May 9,
1998, 50% on

May 9, 1999, 75% on May 9, 2000 and 100% on May 9, 2001, the anniversary date of this grant.

(3) Grant to the reporting person of options to buy a specified number of shares of Common Stock which become exercisable for 10% of the aggregate amount on May 5, 1999, 30% on May 5, 2000, 50% on May 5, 2001, 75% on May 5, 2002 and 100% on May 5, 2003, the anniversary date of this grant.

(4) Grant to the reporting person of an option to buy a specified number of shares of Common Stock exercisable for 25% of the aggregate amount on April 19, 2000, 50% on April 19, 2001, 75% on April 19, 2002 and 100% on April 19, 2003, 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 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.

(7) 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.

(8) 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.