

GROVES RAY J  
 Form 4  
 January 03, 2003  
 SEC Form 4

<p><b>FORM 4</b></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><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></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><b>Groves, Ray</b></p> <p>(Last) (First) (Middle)</p> <p><b>One Boston Scientific Place</b></p> <p>(Street)</p> <p><b>Natick, MA 01760-1537</b></p> <p>(City) (State) (Zip)</p> <p><b>USA</b></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Boston Scientific Corporation (BSX)</b></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><b>December 31, 2002</b></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><input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer</p> <p><input type="checkbox"/> Other</p> <p>Officer/Other Description</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			

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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**Groves,  
Ray -  
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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	4. Transaction Code	5. Number of Derivative Securities Acquired	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	10. Ownership Form of Deriv-
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	Security		and Voluntary (V) Code (Instr.8)	(A) or Disposed (D) Of  (Instr. 3,4 and 5)	—  (DE)   (ED)			at End of Month (Instr.4)	ative Security Direct (D) or Indirect (I)
Stock Equivalent Units (1)	\$0.0000	12/31/2002	A	(A) 329		Common Stock  - <b>329</b>	\$30.3740	6,636	D
Phantom Stock (2)	\$0.0000					Common Stock  - <b>4,000</b>		4,000	D
Stock Option (Right to Buy) NED	\$41.2500				Varies (3)   <b>05/04/2009</b>	Common Stock  - <b>4,000</b>		4,000	D
Stock Option (Right to Buy) NED	\$28.3125				Varies (4)   <b>05/09/2010</b>	Common Stock  - <b>4,000</b>		4,000	D
Stock Option (Right to Buy) NED	\$15.5300				Varies (5)   <b>05/08/2011</b>	Common Stock  - <b>2,000</b>		2,000	D
Stock Option (Right to Buy) NED	\$24.6800				Varies (6)   <b>05/07/2012</b>	Common Stock  - <b>4,000</b>		4,000	D

Explanation of Responses :

\*\* Intentional misstatements or omissions By: /s/ Lawrence J. Knopf, Attorney-in-fact

of facts  
constitute  
Federal  
Criminal

01-03-2003

Violations. **\*\* Signature of Reporting Person**

See 18 **Date**

U.S.C. 1001  
and 15 U.S.C.  
78ff(a). **Ray J. Groves**

Note: File  
three copies of  
this Form, one  
of which must  
be manually  
signed. If  
space is  
insufficient,

Page 2  
SEC 1474 (3-99)

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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**Groves,  
Ray -  
December  
2002**

**Form 4  
(continued)**

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

Form 4 -  
December  
2002

**Ray Groves  
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 the reporting person of options to buy 4,000 shares of Common Stock exercisable in annual increments of 1,333 on May 4, 2000, 1,333 shares on May 4, 2001 and 1,334 shares on May 4, 2002, the anniversary date of the grant.

(4) 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.

(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 8, 2002, 2003 and 2004, the anniversary date of the grant.

(6) 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.

Page 3