

COLLEN FRED

Form 4

December 11, 2002

SEC Form 4

FORM 4 [] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).		UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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		OMB APPROVAL — OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. 0.5			
1. Name and Address of Reporting Person* Colen, Fred (Last) (First) (Middle) One Boston Scientific Place (Street) Natick, MA 01760-1537 (City) (State) (Zip) USA		2. Issuer Name and Ticker or Trading Symbol Boston Scientific Corporation (BSX) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for (Month/Day/Year) December 9, 2002 5. If Amendment, Date of Original (Month/Year)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer _____ Other Officer/Other Description Senior Vice President and Chief Technology Officer 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Individual Filing _____ Joint/Group Filing	
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				7,962	D	

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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**Colen,
Fred -
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. Conver- sion or Exercise Price of Deri- vative	3. Transaction Date (Month/ Day/ Year)	4. Transaction	5. Number of Derivative Securities	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	10. Owner- ship Form of
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	Security		Code and Voluntary (V) Code (Instr.8)	Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	— (DE) (ED)			Owned at End of Month (Instr.4)	Deriv- ative Security: Direct (D) or Indirect (I)
Stock Option (Right to Buy)	\$42.5100	12/09/2002	A	(A) 60,000	Varies (1) 12/09/2012	Common Stock - 60,000		60,000	D
Stock Option (Right to Buy)	\$35.7500				Varies (2) 04/19/2009	Common Stock - 25,000		25,000	D
Stock Option (Right to Buy)	\$28.3125				Varies (3) 05/09/2010	Common Stock - 40,000		40,000	D
Stock Option (Right to Buy)	\$17.0000				Varies (4) 07/25/2010	Common Stock - 40,000		40,000	D
Stock Option (Right to Buy)	\$12.2500				Varies (5) 12/06/2010	Common Stock - 150,000		150,000	D
Stock Option (Right to Buy)	\$15.8100				Varies (6) 02/27/2011	Common Stock - 20,000		20,000	D
Stock Option (Right to Buy)	\$17.9800				Varies (7) 07/17/2011	Common Stock - 50,000		50,000	D

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Stock Option (Right to Buy)	\$25.0000				Varies (8) 12/17/2011	Common Stock - 25,000		25,000	D

Explanation of Responses :

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

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

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

12-10-2002

** Signature of Reporting Person
Date

Fred A. Colen

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

See
Instruction 6
for procedure.

Page 2
SEC 1474 (3-99)

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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**Colen,
Fred -
December
2002**

Form 4
(continued)

FOOTNOTE
Descriptions
for Boston
Scientific
Corporation
BSX

Form 4 -
December
2002

Fred Colen
One Boston
Scientific Place

Natick, MA
01760-1537

Explanation of
responses:

(1) 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.

(2) 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.

(3) 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.

(4) 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.

(5) 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.

(6) Grant to the reporting person of an option to purchase 20,000 shares of common stock of the Company exercisable in annual increments of 5,000 shares each on February 27, 2002, 2003, 2004 and 2005, the anniversary date of the grant.

(7) Grant to the reporting person of an option to purchase 50,000 shares of common stock of the Company exercisable in annual increments of

12,500 shares each on July 17, 2002, 2003, 2004 and 2005, the anniversary date of the 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.

Page 3