

SANDMAN PAUL W
 Form 4
 December 11, 2002
 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>—</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>Sandman, Paul W.</p> <p>(Last) (First) (Middle)</p> <p>One Boston Scientific Place</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>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>		
<p>4. Statement for (Month/Day/Year)</p> <p>December 9, 2002</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 Sr. Vice President and General Counsel</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>		<p>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</p>				
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				17,467	D	
Common Stock				1,450	I	By Custodian For Child

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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**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	2. Conversion or Exercise	3. Transaction Date	4. Transaction	5. Number of	6. Date Exercisable(DE) and Expiration	7. Title and Amount of Underlying	8. Price of Derivative	9. Number of Derivative	10. Owner-
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	Code and Voluntary (V) Code (Instr.8)	Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	Date(ED) (Month/Day/Year)	Securities (Instr. 3 and 4)	Security (Instr.5)	Securities Beneficially Owned at End of Month (Instr.4)	ship Form of Derivative Security: Direct (D) or Indirect (I)
			Code V		— (DE) (ED)				
Stock Option (Right to Buy)	\$42.5100	12/09/2002 (1)	A	(A) 60,000	Varies (1) 12/09/2012	Common Stock - 60,000		60,000	D
Stock Option (Right to Buy)	\$13.8750				Varies (2) 05/09/2005	Common Stock - 110,000		110,000	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 - 20,000		20,000	D
Stock Option	\$28.3125				Varies (5) 05/09/2010	Common Stock		50,000	D

(Right to Buy)						- 50,000			
Stock Option (Right to Buy)	\$17.0000				Varies (6) 07/25/2010	Common Stock - 50,000		50,000	D
Stock Option (Right to Buy)	\$12.2500				Varies (7) 12/06/2010	Common Stock - 175,000		175,000	D
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
Paul W. Sandman

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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**Form 4
(continued)**

**FOOTNOTE
Descriptions
for Boston
Scientific
Corporation
BSX**

Form 4 -
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**Paul W.
Sandman
One Boston
Scientific Place**

**Natick, MA
01760-1537**

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**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 which became exercisable for 10% of the aggregate amount on May 9, 1996, 30% on May 9, 1997, 50% on May 9, 1998, 75% on May 9, 1999 and 100% on May 9, 2000, 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.