

NICHOLAS N J JR  
 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*  <b>Nicholas, Jr., N.J.</b></p> <p>(Last) (First)                  (Middle)  <b>One Boston Scientific Place</b></p> <p>(Street)  <b>Natick, MA 01760-1537</b></p> <p>(City) (State)                  (Zip)  <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 I V	—	Amount A/D   Price		
Common Stock				60,000	I	By IRA
Common Stock				76,000	I	By Trust
Common Stock				20,000	I	By Trust 2

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).

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SEC 1474  
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**Form 4  
(continued)**

<p><b>Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)</b></p>
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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 Equivalent Units (1)	\$0.0000	12/31/2002	A	(A) 288	— (DE)   (ED)	Common Stock - 288	\$30.3740	9,177	D
Phantom Stock (2)	\$0.0000					Common Stock - 4,000		4,000	D
Stock Option (Right to Buy) NED	\$20.8750				Varies (3)   05/10/2006	Common Stock - 4,000		4,000	D
Stock Option (Right to Buy) NED	\$24.8125				Varies (4)   05/05/2007	Common Stock - 4,000		4,000	D
Stock Option (Right to Buy) NED	\$36.6875				Varies (5)   05/05/2008	Common Stock - 4,000		4,000	D
Stock Option (Right to Buy) NED	\$41.2500				Varies (6)   05/04/2009	Common Stock - 4,000		4,000	D
Stock Option (Right to	\$28.3125				Varies (7)   05/09/2010	Common Stock		4,000	D

Buy) NED						- 4,000			
Stock Option (Right to Buy) NED	\$15.5300				Varies (8)   05/08/2011	Common Stock - 2,000		2,000	D
Stock Option (Right to Buy) NED	\$24.6800				Varies (9)   05/07/2012	Common Stock - 2,000		2,000	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

\_\_\_\_\_  
**01-03-2003**

\*\* Signature of Reporting Person  
Date

**N.J. Nicholas, Jr.**

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)**

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December  
2002

**N.J. Nicholas,  
Jr.  
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 10, 1997, 1,333 shares on May 10, 1998 and 1,334 shares on May 10, 1999, the anniversary date of the grant.

(4) Grant to the reporting person of options to buy 4,000 shares of Common Stock exercisable in annual installments of 1,333 shares on May 5, 1998, 1,333 shares on May 5, 1999 and 1,334 shares on May 5, 2000.

(5) Grant to the reporting person of options to buy 4,000 shares of Common Stock exercisable in annual installments of 1,333 shares on May 5, 1999, 1,333 shares on May 5, 2000 and 1,334 shares on May 5, 2001.

(6) 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.

(7) 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.

(8) 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.

(9) 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.