

TAYLOR JAMES H JR
 Form 4
 December 11, 2002
 SEC Form 4

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|---|---|--|
| <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> |
|---|---|--|

| | | | |
|--|---|---|--|
| <p>1. Name and Address of Reporting Person*</p> <p>Taylor, Jr., James H.</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 Senior Vice President, Operations</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> |
|--|---|---|--|

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 | | | | 16,338 | 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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**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) Code I V | Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | Date(ED) (Month/Day/Year) — (DE) (ED) | 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) |
|-----------------------------|------------------------------|------------------|---|--|---|----------------------------------|--------------------|---|--|
| Stock Option (Right to Buy) | \$42.5100 | 12/09/2002 | A | (A) 40,000 | Varies (1) 12/09/2012 | Common Stock - 40,000 | | 40,000 | D |
| Stock Option (Right to Buy) | \$28.3125 | | | | Varies (2) 05/09/2010 | Common Stock - 50,000 | | 50,000 | D |
| Stock Option (Right to Buy) | \$17.0000 | | | | Varies (3) 07/25/2010 | Common Stock - 50,000 | | 50,000 | D |
| Stock Option (Right to Buy) | \$12.2500 | | | | Varies (4) 12/06/2010 | Common Stock - 100,000 | | 100,000 | D |
| Stock Option (Right to Buy) | \$25.0000 | | | | Varies 12/17/2011 | Common Stock - 25,000 | | 25,000 | D |
| | | | | | | | | | |

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal
 By: Lawrence J. Knopf, Attorney-in-fact

12-10-2002

Violations. **** Signature of Reporting Person**
 See 18 **Date**
U.S.C. 1001
and 15 U.S.C. **James H. Taylor, Jr.**
78ff(a).

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

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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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**Taylor,
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**Form 4
(continued)**

**FOOTNOTE
Descriptions
for Boston
Scientific
Corporation
BSX**

Form 4 -
December
2002

**James H.
Taylor, Jr.
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 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.

(3) 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.

(4) 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.

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