

COLLEN FRED  
 Form 4  
 December 11, 2002  
 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>Colen, Fred</b></p> <p>—</p> <p>(Last) (First)                  (Middle)</p> <p><b>One Boston Scientific Place</b></p> <p>—</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>—</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 9, 2002</b></p> <p>—</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 <b>Senior Vice President and Chief Technology Officer</b></p> <p>—</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			
<b>Common Stock</b>				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).

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative	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. Ownership 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)	Derivative Security: Direct (D) or Indirect (I)
			Code   V						
Stock Option (Right to Buy)	\$42.5100	12/09/2002	A	(A) 60,000	Varies (1)   <b>12/09/2012</b>	Common Stock - <b>60,000</b>		60,000	D
Stock Option (Right to Buy)	\$35.7500				Varies (2)   <b>04/19/2009</b>	Common Stock - <b>25,000</b>		25,000	D
Stock Option (Right to Buy)	\$28.3125				Varies (3)   <b>05/09/2010</b>	Common Stock - <b>40,000</b>		40,000	D
Stock Option (Right to Buy)	\$17.0000				Varies (4)   <b>07/25/2010</b>	Common Stock - <b>40,000</b>		40,000	D
Stock Option (Right to Buy)	\$12.2500				Varies (5)   <b>12/06/2010</b>	Common Stock - <b>150,000</b>		150,000	D
Stock Option (Right to Buy)	\$15.8100				Varies (6)   <b>02/27/2011</b>	Common Stock - <b>20,000</b>		20,000	D
Stock Option (Right to Buy)	\$17.9800				Varies (7)   <b>07/17/2011</b>	Common Stock - <b>50,000</b>		50,000	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.

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

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

\_\_\_\_\_  
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.

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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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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.