

BOSTON SCIENTIFIC CORP
 Form 4
 March 03, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Phalen Michael P.

2. Issuer Name and Ticker or Trading Symbol
 BOSTON SCIENTIFIC CORP
 [BSX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 300 BOSTON SCIENTIFIC WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/27/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & President, MedSurg

MARLBOROUGH, MA 01752

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/27/2015		M	6,369 A \$ 0 (1)	135,457 (2)	D	
Common Stock	02/27/2015		M	3,981 A \$ 0 (1)	139,438 (2)	D	
Common Stock	02/27/2015		F	4,876 D \$ 16.9	134,562 (2)	D	
Common Stock	02/28/2015		M	8,379 A \$ 0 (1)	142,941 (2)	D	
Common Stock	02/28/2015		M	5,412 A \$ 0 (1)	148,353 (2)	D	

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Common Stock	02/28/2015	F	6,497	D	\$ 16.9	141,856 ⁽²⁾	D	
Common Stock						2,433 ⁽³⁾	I	By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Deferred Stock Units	<u>(1)</u>	02/27/2015		M	3,981	<u>(4)</u>	<u>(4)</u>	Common Stock	3,981	\$
Deferred Stock Units	<u>(1)</u>	02/27/2015		M	6,369	<u>(6)</u>	<u>(6)</u>	Common Stock	6,369	\$
Deferred Stock Units	<u>(1)</u>	02/28/2015		M	5,412	<u>(7)</u>	<u>(7)</u>	Common Stock	5,412	\$
Deferred Stock Units	<u>(1)</u>	02/28/2015		M	8,379	<u>(8)</u>	<u>(8)</u>	Common Stock	8,379	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Phalen Michael P. 300 BOSTON SCIENTIFIC WAY MARLBOROUGH, MA 01752			EVP & President, MedSurg	

Signatures

/s/ Lee G. Giguere,
Attorney-in-Fact

03/03/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each deferred stock unit represents the Company's commitment to issue one share of Boston Scientific common stock.
 - (2) Includes shares acquired under the Boston Scientific Global Employee Stock Purchase Plan based upon the most current data available.
 - (3) Balance reflects the most current data available with regard to share holdings through the Boston Scientific Common Stock Fund under the Company's 401(k) Retirement Savings Plan.
 - (4) Shares of common stock will be issued to the reporting person in three equal annual installments beginning on February 27, 2013, the first anniversary of the date of grant.
 - (5) Reflects multiple DSU awards with independent vesting schedules.
 - (6) Shares of common stock will be issued to the reporting person in five equal annual installments beginning on February 27, 2013, the first anniversary of the date of grant.
 - (7) Shares of common stock will be issued to the reporting person in five equal annual installments beginning on February 28, 2014, the first anniversary of the date of grant.
 - (8) Shares of common stock will be issued to the reporting person in five equal annual installments beginning on February 28, 2012, the first anniversary of the date of grant.

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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