

GROVES RAY J  
Form 4  
January 03, 2003  
SEC Form 4

<b>FORM 4</b>  [ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>  Washington, D.C. 20549  <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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		<b>OMB APPROVAL</b>  <div style="text-align: center;">—</div> OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . . . 0.5				
1. Name and Address of Reporting Person* <b>Groves, Ray</b> <div style="text-align: center;">—</div> (Last) (First) (Middle) <b>One Boston Scientific Place</b> <div style="text-align: center;">—</div> (Street) <b>Natick, MA 01760-1537</b> <div style="text-align: center;">—</div> (City) (State) (Zip) <b>USA</b>	2. Issuer Name and Ticker or Trading Symbol  <b>Boston Scientific Corporation (BSX)</b> <div style="text-align: center;">—</div> 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Day/Year)  <b>December 31, 2002</b> <div style="text-align: center;">—</div> 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <div style="text-align: center;"> <input checked="" type="checkbox"/> Director  <div style="text-align: right;">10%</div> <input type="checkbox"/> Owner  <input type="checkbox"/> Officer  <input type="checkbox"/> Other           Officer/Other Description <div style="text-align: center;">—</div>  <div style="text-align: center;">—</div> </div> 7. Individual or Joint/Group Filing (Check Applicable Line)  <div style="text-align: center;"> <input checked="" type="checkbox"/> Individual Filing  <input type="checkbox"/> Joint/Group Filing       </div>				
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%; padding: 5px;"> <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> </td> <td colspan="3" style="height: 80px;"></td> </tr> </table>				<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>							
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			

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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2002**

**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. Conver- sion or Exercise Price of Deri- vative	3. Transaction Date (Month/ Day/ Year)	4. Transaction  Code	5. Number of Derivative Securities Acquired	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	10. Owner- ship Form o Deriv-

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	Security		and Voluntary (V) Code (Instr.8)	(A) or Disposed (D) Of  (Instr. 3,4 and 5)				at End of Month (Instr.4)	ative Security Direct (D) or Indirect (I)
			Code I V		(DE)   (ED)				
Stock Equivalent Units (1)	\$0.0000	12/31/2002	A I	(A) 329		Common Stock  - 329	\$30.3740	6,636	D
Phantom Stock (2)	\$0.0000					Common Stock  - 4,000		4,000	D
Stock Option (Right to Buy) NED	\$41.2500				Varies (3)   05/04/2009	Common Stock  - 4,000		4,000	D
Stock Option (Right to Buy) NED	\$28.3125				Varies (4)   05/09/2010	Common Stock  - 4,000		4,000	D
Stock Option (Right to Buy) NED	\$15.5300				Varies (5)   05/08/2011	Common Stock  - 2,000		2,000	D
Stock Option (Right to Buy) NED	\$24.6800				Varies (6)   05/07/2012	Common Stock  - 4,000		4,000	D

Explanation of Responses :

\*\* Intentional  
misstatements  
or omissions

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

of facts  
constitute  
Federal  
Criminal

01-03-2003

Violations. \*\* Signature of Reporting Person

See 18 Date

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

**Ray J. Groves**

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

Page 2  
SEC 1474 (3-99)

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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2002**

**Form 4  
(continued)**

**FOOTNOTE  
Descriptions  
for Boston  
Scientific  
Corporation  
(BSX)**

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December  
2002

**Ray Groves  
One Boston**

Scientific Place

Natick, MA  
01760-1537

—

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 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.

(4) 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.

(5) 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.

(6) 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.

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