

MACLEAN ROBERT G  
Form 4  
February 24, 2003  
SEC Form 4

|                                                                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                         |                                                         |                                                       |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|---------------------------------------------------------|-------------------------------------------------------|
| <b>FORM 4</b><br><br>[ ] 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><br><br>Washington, D.C. 20549<br><br><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b><br><br>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><br><br><div style="text-align: center;">—</div> OMB Number: 3235-0287<br>Expires: January 31, 2005<br>Estimated average burden hours per response: . . . 0.5                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                         |                                                         |                                                       |
| 1. Name and Address of Reporting Person*<br><b>MacLean, Robert G.</b><br><div style="text-align: center;">—</div> (Last) (First) (Middle)<br><b>One Boston Scientific Place</b><br><div style="text-align: center;">—</div> (Street)<br><b>Natick, MA 01760-1537</b><br><div style="text-align: center;">—</div> (City) (State) (Zip)<br><b>USA</b> | 2. Issuer Name and Ticker or Trading Symbol<br><br><b>Boston Scientific Corporation (BSX)</b><br><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)<br><br><b>February 20, 2003</b><br><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)<br><br><div style="text-align: right;"> <input type="checkbox"/> Director<br/> <input type="checkbox"/> 10% Owner<br/> <input checked="" type="checkbox"/> Officer<br/> <input type="checkbox"/> Other         </div> Officer/Other Description <b>Senior Vice President, Human Resources</b><br><div style="text-align: center;">—</div> 7. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Individual Filing<br><input type="checkbox"/> Joint/Group Filing |                                                                                         |                                                         |                                                       |
| <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%; padding: 5px; vertical-align: top;"> <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> </td> <td style="width: 85%;"></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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|                 |            | —<br>Code   V | —<br>Amount  <br>A/D  <br>Price |        |   |               |
|-----------------|------------|---------------|---------------------------------|--------|---|---------------|
| Common<br>Stock | 02/20/2003 | M             | 20,000  <br>A  <br>\$20.6875    |        | D |               |
| Common<br>Stock | 02/20/2003 | S             | 20,000  <br>D  <br>\$42.5000    | 17,670 | D |               |
| Common<br>Stock |            |               |                                 | 3,551  | I | By 401(k) (1) |
|                 |            |               |                                 |        |   |               |

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)

■  
  
**MacLean,  
Robert G.**  
  
-  
  
**February  
2003**

**Form 4  
(continued)**

|                                                                                                                                              |
|----------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Table II -<br/>Derivative<br/>Securities<br/>Acquired,<br/>Disposed of,<br/>or<br/>Beneficially<br/>Owned<br/>(e.g., puts,<br/>calls,</b> |
|----------------------------------------------------------------------------------------------------------------------------------------------|

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| warrants,<br>options,<br>convertible<br>securities) |                                                                              |                                                        |                                                                                                               |                                                                                                                      |                                                                                                      |                                                                              |                                                       |                                                                                                      |                                                                                                         |
|-----------------------------------------------------|------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|-------------------------------------------------------|------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conver-<br>sion or<br>Exercise<br>Price of<br>Deri-<br>vative<br>Security | 3. Transaction<br>Date<br><br>(Month/<br>Day/<br>Year) | 4.<br><br>Transaction<br><br><br>Code<br>and<br>Voluntary (V)<br>Code<br>(Instr.8)<br><br><div>Code I V</div> | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>(D) Of<br><br>(Instr. 3,4<br>and 5) | 6. Date<br>Exercisable(DE) and<br>Expiration<br>Date(ED)<br>(Month/Day/Year)<br><br>—<br>(DE)   (ED) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and<br>4) | 8. Price<br>of<br>Derivative<br>Security<br>(Instr.5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>at End of<br>Month<br>(Instr.4) | 10. Owner-<br>ship<br>Form of<br>Deriv-<br>ative<br>Security:<br>Direct<br>(D)<br>or<br>Indirect<br>(I) |
| Stock<br>Option<br>(Right<br>to Buy)                | \$20.6875                                                                    | 02/20/2003                                             | M I                                                                                                           | (D)<br>20,000                                                                                                        | Varies (2)  <br>05/09/2006                                                                           | Common<br>Stock<br><br>- 20,000                                              |                                                       | 80,000                                                                                               | D                                                                                                       |
| Stock<br>Option<br>(Right<br>to Buy)                | \$24.8125                                                                    |                                                        |                                                                                                               |                                                                                                                      | Varies (3)  <br>05/05/2007                                                                           | Common<br>Stock<br><br>- 160,000                                             |                                                       | 160,000                                                                                              | D                                                                                                       |
| Stock<br>Option<br>(Right<br>to Buy)                | \$20.7813                                                                    |                                                        |                                                                                                               |                                                                                                                      | 12/19/1998  <br>12/19/2007                                                                           | Common<br>Stock<br><br>- 28,000                                              |                                                       | 28,000                                                                                               | D                                                                                                       |
| Stock<br>Option<br>(Right<br>to Buy)                | \$24.8750                                                                    |                                                        |                                                                                                               |                                                                                                                      | 12/23/1999  <br>12/23/2008                                                                           | Common<br>Stock<br><br>- 15,000                                              |                                                       | 15,000                                                                                               | D                                                                                                       |
| Stock<br>Option<br>(Right<br>to Buy)                | \$35.7500                                                                    |                                                        |                                                                                                               |                                                                                                                      | Varies (4)  <br>04/19/2009                                                                           | Common<br>Stock<br><br>- 100,000                                             |                                                       | 100,000                                                                                              | D                                                                                                       |
| Stock<br>Option<br>(Right<br>to Buy)                | \$28.3125                                                                    |                                                        |                                                                                                               |                                                                                                                      | Varies (5)  <br>05/09/2010                                                                           | Common<br>Stock<br><br>- 40,000                                              |                                                       | 40,000                                                                                               | D                                                                                                       |

|                             |           |  |  |  |                            |                           |  |         |   |
|-----------------------------|-----------|--|--|--|----------------------------|---------------------------|--|---------|---|
| Stock Option (Right to Buy) | \$17.0000 |  |  |  | Varies (6)  <br>07/25/2010 | Common Stock<br>- 55,000  |  | 55,000  | D |
| Stock Option (Right to Buy) | \$12.2500 |  |  |  | Varies (7)  <br>12/06/2010 | Common Stock<br>- 225,000 |  | 225,000 | D |
| Stock Option (Right to Buy) | \$25.0000 |  |  |  | Varies (8)  <br>12/17/2011 | Common Stock<br>- 20,000  |  | 20,000  | 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

02-24-2003

\*\* Signature of Reporting Person  
Date

Power of Attorney

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.

■

**MacLean,  
Robert G.**

-

**February  
2003**

**Form 4  
(continued)**

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

Form 4 -  
February  
2003

**Robert G.  
MacLean  
One Boston  
Scientific Place**

**Natick, MA  
01760-1537**

■

**Explanation of  
responses:**

**(1) Balance  
reflects the most  
current data  
available with  
regard to share  
holdings in the  
Company's  
401(k) Savings  
Plan.**

**(2) Grant to the  
reporting person  
to buy a specified  
number of shares  
of Common Stock  
exercisable 10%  
on May 9, 1997,  
30% on May 9,  
1998, 50% on**

May 9, 1999, 75% on May 9, 2000 and 100% on May 9, 2001, the anniversary date of this grant.

(3) Grant to the reporting person of options to buy a specified number of shares of Common Stock which become exercisable for 10% of the aggregate amount on May 5, 1999, 30% on May 5, 2000, 50% on May 5, 2001, 75% on May 5, 2002 and 100% on May 5, 2003, the anniversary date of this grant.

(4) 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.

(5) 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.

(6) 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.

(7) 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.

(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.