

GROVES RAY J
 Form 4
 January 03, 2003
 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>Groves, Ray</p> <p>—</p> <p>(Last) (First) (Middle)</p> <p>One Boston Scientific Place</p> <p>—</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>—</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 31, 2002</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><input checked="" type="checkbox"/> Director</p> <p>_____ 10% Owner</p> <p>_____ Officer</p> <p>_____ Other</p> <p>Officer/Other Description _____</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> |
|--|--|---|--|

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 | | | |
| | | | | | | |
| | | | | | | |

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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**Groves,
Ray -
December
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. Conversion or Exercise Price of Derivative | 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. Ownership Form of Deriv- |
|--|---|--------------------------------------|---------------------|---|--|---|---|---|------------------------------|
|--|---|--------------------------------------|---------------------|---|--|---|---|---|------------------------------|

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| | Security | | and Voluntary (V) Code (Instr.8) | (A) or Disposed (D) Of (Instr. 3,4 and 5) | — (DE) (ED) | | | at End of Month (Instr.4) | ative Security Direct (D) or Indirect (I) |
|--|-----------|------------|---|--|-----------------------------------|--------------------------------|-----------|---------------------------------|---|
| Stock Equivalent Units (1) | \$0.0000 | 12/31/2002 | A | (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,

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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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Ray -
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2002**

**Form 4
(continued)**

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

Form 4 -
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.