ELLIOTT JOHN RAYMOND

Form 4 January 04, 2012

FORM 4

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

OMB APPROVAL

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Form 5 obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * **ELLIOTT JOHN RAYMOND**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

BOSTON SCIENTIFIC CORP

(Check all applicable)

[BSX]

(First) (Middle)

(Zip)

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

_X__ Director Officer (give title

10% Owner Other (specify

ONE BOSTON SCIENTIFIC

(Street)

(State)

PLACE

(Last)

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year)

12/31/2011

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NATICK, MA 01760-1537

(City)	(State)	(Zip) Tabl	le I - Non-D	Derivative S	ecuriti	ies Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4)	osed o	of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2011		M	333,333	A	\$ 0 (1)	742,843	D	
Common Stock	12/31/2011		F	139,167	D	\$ 5.34 (2)	603,676	D	

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	(Month/Day/Year) Execution Date, if TransactionDerivative any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A Disposed of		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and	6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Deferred Stock Units	<u>(1)</u>	12/31/2011		M	333,333	(3)	<u>(3)</u>	Common Stock	333,333

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ELLIOTT JOHN RAYMOND

ONE BOSTON SCIENTIFIC PLACE X

NATICK, MA 01760-1537

Signatures

/s/ Theresa R. Boni, Attorney-in-Fact 01/04/2012

**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) The Company's closing stock price on December 30, 2011.
- One third of the shares vested on June 23, 2010, the first anniversary of the award, and thereafter 1/36th of the shares vest on each subsequent monthly anniversary until the award is fully vested on the third anniversary of the award provided the reporting person is still an employee of the Company. Vested shares of common stock will be issued and income tax withholding amounts will be assessed to the reporting person on December 31 of the year shares vest.
- (4) The remaining 166,667 restricted deferred stock units forfeited as of December 31, 2011 in connection with the reporting person's retirement from the Company.

Remarks:

Exhibit 24.1 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.

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