NICHOLAS NICHOLAS J JR

Form 4

February 13, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading NICHOLAS NICHOLAS J JR Issuer Symbol BOSTON SCIENTIFIC CORP (Check all applicable) [(BSX)](Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) 01/03/2006

ONE BOSTON SCIENTIFIC **PLACE**

> (Street) 4. If Amendment, Date Original

> > (Zip)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Following

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

NATICK, MA 017601537

(State)

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 6. Ownership 7. Nature of 1. Title of 3. 4. Securities 5. Amount of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned (Instr. 4)

> Reported (A) Transaction(s) or (Instr. 3 and 4)

V Amount Price Code (D) Common 01/03/2006 G V 8,000 \$0 Ι D 62,466 Stock

Common By Trust 152,000 I (2) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Instr. 4)

By Trust 2

(1)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. 6. Date Exercisable and		7. Titl	e and	8. Price of	9	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative Securities Acquired (A) or		e	Se		ities	(Instr. 5)]
	Derivative							(Instr. 3 and 4)			(
	Security									J	
											J
					Disposed						7
				of (D) (Instr. 3,						(
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	T:41-	or Namelana		
						Exercisable Date	Title	Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NICHOLAS NICHOLAS J JR
ONE BOSTON SCIENTIFIC PLACE X
NATICK, MA 017601537

Signatures

By: /s/ Lawrence J. Knopf, Attorney-in-fact 02/13/2006

**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) Shares held by trust of which the reporting person's spouse and brother are trustees and the reporting person's wife and children are beneficiaries.
- (2) Shares held by trust of which the reporting person's wife and children are beneficiaries and/or trustees.

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.

Reporting Owners 2