

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **2013-01-09** | Period of Report: **2013-01-01**  
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### REPORTING OWNER

**Ballinger Kevin J.**

CIK: **1566080**

Type: **3** | Act: **34** | File No.: **001-11083** | Film No.: **13521235**

Mailing Address  
*C/O BOSTON SCIENTIFIC  
CORPORATION  
ONE BOSTON SCIENTIFIC  
PLACE  
NATICK MA 01760*

### ISSUER

**BOSTON SCIENTIFIC CORP**

CIK: **885725** | IRS No.: **042695240** | State of Incorp.: **DE** | Fiscal Year End: **1231**  
SIC: **3841** Surgical & medical instruments & apparatus

Mailing Address  
*ONE BOSTON SCIENTIFIC  
PL  
NATICK MA 01760-1537*

Business Address  
*ONE BOSTON SCIENTIFIC  
PL  
NATICK MA 01760-1537  
508-650-8000*

# FORM 3

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

OMB APPROVAL	
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### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

<b>1. Name and Address of Reporting Person</b> <u>Ballinger Kevin J.</u> (Last) (First) (Middle) ONE BOSTON SCIENTIFIC PLACE (Street) NATICK, MA 01760-1537 (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 01/01/2013	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>BOSTON SCIENTIFIC CORP [BSX]</u> <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> ___ Director ___ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) ___ Other (specify below) <u>SVP &amp; Pres, Interven Cardio</u> <b>5. If Amendment, Date Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check applicable line)</b> <input checked="" type="checkbox"/> Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	91,825 <sup>(1)</sup>	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Deferred Stock Units	(2)	02/12/2013 (2)	Common Stock	5,913 (3)	(4)	D	
Deferred Stock Units	(5)	02/16/2015 (5)	Common Stock	34,413 (6)	(4)	D	
Deferred Stock Units	(7)	02/24/2014 (7)	Common Stock	6,291 (8)	(4)	D	
Deferred Stock Units	(9)	02/27/2017 (9)	Common Stock	15,924	(4)	D	
Deferred Stock Units	(10)	02/28/2016 (10)	Common Stock	22,346 (11)	(4)	D	
Deferred Stock Units	(12)	10/28/2013 (12)	Common Stock	2,594 (13)	(4)	D	
Stock Option (Right to Buy)	(14)	02/27/2022	Common Stock	37,497	\$6.28	D	
Stock Option (Right to Buy)	(15)	10/25/2020	Common Stock	100,000	\$6.31	D	
Stock Option (Right to Buy)	(16)	02/28/2021	Common Stock	62,112	\$7.16	D	

Stock Option (Right to Buy)	(17)	02/16/2020	Common Stock	23,077	\$7.41	D	
Stock Option (Right to Buy)	(18)	10/28/2018	Common Stock	36,630	\$7.71	D	
Stock Option (Right to Buy)	(19)	02/24/2019	Common Stock	35,000	\$8.3	D	
Stock Option (Right to Buy)	(20)	10/31/2016	Common Stock	17,100	\$15.91	D	
Stock Option (Right to Buy)	(21)	02/25/2013	Common Stock	8,000	\$21.78	D	

#### Explanation of Responses:

1. Includes shares acquired under the Boston Scientific Global Employee Stock Purchase Plan based upon the most current data available.
2. Shares of common stock will be issued to the reporting person in five equal annual installments beginning on February 12, 2009, the first anniversary of the date of grant.
3. This amount represents the unvested portion of DSUs awarded on February 12, 2008, which will continue to vest in one remaining installment on the anniversary of the date of grant.
4. Each deferred stock unit represents the Company's commitment to issue one share of Boston Scientific common stock.
5. Shares of common stock will be issued to the reporting person in five equal annual installments beginning on February 16, 2011, the first anniversary of the date of grant.
6. This amount represents the unvested portion of DSUs awarded on February 16, 2010, which will continue to vest in three equal annual installments on the anniversary of the date of grant.
7. Shares of common stock will be issued to the reporting person in five equal annual installments beginning on February 24, 2010, the first anniversary of the date of grant.
8. This amount represents the unvested portion of DSUs awarded on February 24, 2009, which will continue to vest in two equal annual installments on the anniversary of the date of grant.
9. Shares of common stock will be issued to the reporting person in five equal annual installments beginning on February 27, 2013, the first anniversary of the date of grant.
10. Shares of common stock will be issued to the reporting person in five equal annual installments beginning on February 28, 2012, the first anniversary of the date of grant.
11. This amount represents the unvested portion of DSUs awarded on February 28, 2011, which will continue to vest in four equal annual installments on the anniversary of the date of grant.
12. Shares of common stock will be issued to the reporting person in five equal annual installments beginning on October 28, 2009, the first anniversary of the date of grant.
13. This amount represents the unvested portion of DSUs awarded on October 28, 2008, which will continue to vest in one remaining installment on the anniversary of the date of grant.
14. Grant to the reporting person of an option to purchase 37,497 shares of common stock vesting in four equal annual installments beginning on February 27, 2013, the first anniversary of the date of grant.
15. Grant to the reporting person of an option to purchase 100,000 shares of common stock vesting in four equal annual installments beginning on October 25, 2011, the first anniversary of the date of grant.
16. Grant to the reporting person of an option to purchase 62,112 shares of common stock vesting in four equal annual installments beginning on February 28, 2012, the first anniversary of the date of grant.
17. Grant to the reporting person of an option to purchase 23,077 shares of common stock vesting in four equal annual installments beginning on February 16, 2011, the first anniversary of the date of grant.
18. Grant to the reporting person of an option to purchase 36,630 shares of common stock on October 28, 2008. This option is fully vested.
19. Grant to the reporting person of an option to purchase 35,000 shares of common stock vesting in four equal annual installments beginning on February 24, 2010, the first anniversary of the date of grant.
20. Grant to the reporting person of an option to purchase 17,100 shares of common stock on October 31, 2006. This option is fully vested.
21. Grant to the reporting person of an option to purchase 8,000 shares of common stock on February 25, 2003. This option is fully vested.

#### Remarks:

poaballinger.txt

#### Signatures

/s/ Conor Kilroy, Attorney-in-Fact

\*\* Signature of Reporting Person

01/09/2013

Date

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).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

## POWER OF ATTORNEY

Know all by these present that the undersigned hereby constitutes and appoints each of Timothy A. Pratt, Vance R. Brown, Theresa R. Boni, Todd D. Hammond and Conor Kilroy signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer and/or director of Boston Scientific Corporation (the "Company"), Forms 3, 4 and 5, and amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority;

(3) execute for and on behalf of the undersigned, in the undersigned's capacity as an executive officer and/or director of the Company, Forms 144 in accordance with Rule 144 of the Securities Act of 1933, as amended, and the rules and regulations thereunder; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 or Rule 144 of the Securities Act of 1933, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 and Forms 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of December, 2012.

/s/ Kevin J. Ballinger  
Kevin J. Ballinger