

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**
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REPORTING OWNER

Dawkins Keith D

CIK: **1492253**

Type: **4** | Act: **34** | File No.: **001-11083** | Film No.: **13663129**

Mailing Address
*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 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Dawkins Keith D			2. Issuer Name and Ticker or Trading Symbol BOSTON SCIENTIFIC CORP [BSX]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Global Chief Med. Off.			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013					
ONE BOSTON SCIENTIFIC PLACE								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
NATICK, MA 01760-1537								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/28/2013		M		4,888	A	\$ 0 ⁽¹⁾	83,396	D	
Common Stock	02/28/2013		F		1,594	D	\$7.39	81,802	D	

**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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Deferred Stock Units	⁽¹⁾	02/28/2013		A		23,680		⁽²⁾	⁽²⁾	Common Stock	23,680	\$ 0	79,458 ⁽³⁾	D	
Deferred Stock Units	⁽¹⁾	02/28/2013		M		4,888		⁽⁴⁾	⁽⁴⁾	Common Stock	4,888	\$ 0	74,570 ⁽³⁾	D	
Performance Share Units	⁽⁵⁾	02/28/2013		A		31,050 ⁽⁶⁾		12/31/2014 ⁽⁶⁾	12/31/2014 ⁽⁶⁾	Common Stock	31,050	\$ 0	31,050 ⁽⁶⁾	D	
Stock Option (Right to Buy)	\$7.39	02/28/2013		A		61,650		⁽⁷⁾	02/28/2023	Common Stock	61,650	\$ 0	61,650	D	

Explanation of Responses:

- Each deferred stock unit represents the Company's commitment to issue one share of Boston Scientific common stock.
- Shares of common stock will be issued to the reporting person in five equal annual installments beginning on February 28, 2014, the first anniversary of the date of grant.
- Reflects multiple DSU awards with independent vesting schedules.

4. 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.
5. Each performance share unit represents the Company's commitment to issue one share of Boston Scientific common stock.
6. On February 27, 2012, the reporting person was awarded a target number of performance share units under the Company's 2012 Free Cash Flow Performance Share Program, the actual number of which to be earned by the reporting person based on the Company's 2012 adjusted free cash flow measured against its 2012 financial plan over the one-year performance period ending December 31, 2012 and subject to the completion of a three-year individual service period (inclusive of the performance period). On February 28, 2013, the number of the target performance share units as to which the performance criteria had been satisfied was determined. The performance share units so determined will vest in whole on December 31, 2014 upon the completion of the individual service period.
7. Grant to the reporting person of an option to purchase a specified number of shares of common stock vesting in four equal annual installments beginning on February 28, 2014, the first anniversary of the date of grant.

Signatures

/s/ Conor Kilroy, Attorney-in-Fact

** Signature of Reporting Person

03/04/2013

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.