BOSTON SCIENTIFIC CORP
Form 4
August 31, 2010

FORM 4

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

STATEMENT OF CHANGES IN 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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NICHOLAS PETER M

(Last) (First) (Middle)

C/O BOSTON SCIENTIFIC CORP, ONE BOSTON SCIENTIFIC PLACE

(Street)

NATICK, MA 01760-1537

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BOSTON SCIENTIFIC CORP [BSX]

3. Date of Earliest Transaction (Month/Day/Year)
08/27/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	08/27/2010		S[(1)]		25,000	D	$ 5.4474 [(2)]	7,181,021	I	By Ltd. Partnership
Common Stock								9,212,125	D	
Common Stock								2,413,088	I	By Trust 2 [(3)]

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	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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Forward Sale Contract (obligation to sell)	(4)	08/27/2010		J(4)		237,184 (5)		08/27/2012	08/27/2012	Common Stock	237,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NICHOLAS PETER M C/O BOSTON SCIENTIFIC CORP ONE BOSTON SCIENTIFIC PLACE NATICK, MA 01760-1537	X			

Signatures

/s/ Vance R. Brown, Attorney-in-fact	08/31/2010
**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) Sales reported on this form were transacted pursuant to a 10b5-1 trading plan.

(2) The weighted average sales price reported as stock sales were aggregated for reporting purposes. The per share transaction price ranged from $5.48 to $5.40. The reporting person will provide, upon request from an appropriate party, the per share sales volumes and prices.

(3) Shares held by a trust of which the reporting person's spouse and brother are trustees and the reporting person's spouse and children are beneficiaries.

(4) On March 1, 2010, the reporting person entered into a Rule 10b5-1 trading plan with an unaffiliated commercial bank to execute a series of variable prepaid forward sale contracts. Under the contract reported on this form, the reporting person will deliver to the bank up to 237,184 shares of the Issuer's common stock depending on market prices at maturity on August 27, 2012. If the market price per share at

maturity is equal to or less than the floor price of $5.4187 per share, the reporting person will deliver 237,184 shares to the bank. If the market price per share at maturity is greater than the floor price, the reporting person will deliver a fewer number of shares. In exchange, the bank is obligated to pay $878,453.98 to the reporting person two business days after the date of the contract. At the option of the reporting person, the contract may be settled at maturity by delivering cash in lieu of stock.

(5) The reporting person pledged 237,184 shares of the Issuer's common stock to secure its obligations under the contract and retains dividends and voting rights in the shares during the term of the pledge.

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