

BOSTON SCIENTIFIC CORP

Form FWP

June 07, 2006

**Boston Scientific Corporation***Terms and Conditions 5 and 10 Year Fixed Rate Notes*

	<b>5-Year</b>	<b>10-Year</b>
Issuer	Boston Scientific Corporation	Boston Scientific Corporation
Note Type	Senior Notes	Senior Notes
Form of Offering	SEC Registered	SEC Registered
Ratings	BBB+ ( <i>Stable</i> ) S&P BBB ( <i>Stable</i> ) Fitch Baa3 ( <i>Stable</i> ) Moody's	BBB+ ( <i>Stable</i> ) S&P BBB ( <i>Stable</i> ) Fitch Baa3 ( <i>Stable</i> ) Moody's
Principal Amount	\$600,000,000	\$600,000,000
Trade Date	June 6, 2006	June 6, 2006
Settlement Date (T + 3)	June 9, 2006	June 9, 2006
Maturity Date	June 15, 2011	June 15, 2016
Coupon	6.000% per annum	6.400% per annum
Yield	6.021% per annum	6.452% per annum
Price to Public	99.909%	99.619%
Spread	Plus 108 bps	Plus 145 bps
Benchmark Treasury	4.875% UST due 5/11	5.125% UST due 5/16
Benchmark Yield	4.941%	5.002%
Net Proceeds to Company (before expenses)	\$595,854,000	\$593,814,000
Coupon Dates	Semi-annually on the 15 <sup>th</sup> of June and December	Semi-annually on the 15 <sup>th</sup> of June and December
First Coupon Date	December 15, 2006	December 15, 2006

	<b>5-Year</b>	<b>10-Year</b>
	<p>The greater of:</p> <p style="padding-left: 40px;">100% of the principal amount of the notes to be redeemed, or</p> <p style="padding-left: 40px;">as determined by a Quotation Agent, the sum of the present values of the remaining scheduled payments of principal and interest thereon (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate plus 20 basis points for the 2011 notes, plus, in each case, accrued and unpaid interest on the notes to the redemption date.</p>	<p>The greater of:</p> <p style="padding-left: 40px;">100% of the principal amount of the notes to be redeemed, or</p> <p style="padding-left: 40px;">as determined by a Quotation Agent, the sum of the present values of the remaining scheduled payments of principal and interest thereon (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate plus 25 basis points for the 2016 notes, plus, in each case, accrued and unpaid interest on the notes to the redemption date.</p>
Optional Redemption		
Day Count Basis	30/360	30/360
Minimum Denominations	US\$1,000 and integral multiples of US\$1,000 in excess of such amount	US\$1,000 and integral multiples of US\$1,000 in excess of such amount
Joint Bookrunners	<p>Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated</p> <p>Banc of America Securities LLC</p> <p>Bear, Stearns &amp; Co. Inc.</p> <p>Deutsche Bank Securities Inc.</p>	<p>Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated</p> <p>Banc of America Securities LLC</p> <p>Bear, Stearns &amp; Co. Inc.</p> <p>Deutsche Bank Securities Inc.</p>
Co-Managers	<p>Wachovia Capital Markets, LLC</p> <p>ABN AMRO Incorporated</p> <p>Lazard Capital Markets LLC</p> <p>BNP Paribas Securities Corp.</p> <p>Greenwich Capital Markets, Inc.</p> <p>J.P. Morgan Securities Inc.</p> <p>Daiwa Securities America Inc.</p> <p>UBS Securities LLC</p>	<p>Wachovia Capital Markets, LLC</p> <p>ABN AMRO Incorporated</p> <p>Lazard Capital Markets LLC</p> <p>BNP Paribas Securities Corp.</p> <p>Greenwich Capital Markets, Inc.</p> <p>J.P. Morgan Securities Inc.</p> <p>Daiwa Securities America Inc.</p> <p>UBS Securities LLC</p>

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time

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