

BOSTON SCIENTIFIC CORP

Form FWP

June 07, 2006

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

| | 5-Year | 10-Year |
|--|---|---|
| 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 th of June and December | Semi-annually on the 15 th of June and December |
| First Coupon Date | December 15, 2006 | December 15, 2006 |

| | 5-Year | 10-Year |
|-----------------------|---|---|
| | The greater of: | The greater of: |
| | 100% of the principal amount of the notes to be redeemed, or | 100% of the principal amount of the notes to be redeemed, or |
| Optional Redemption | 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. | 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. |
| 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 | Merrill Lynch, Pierce, Fenner & Smith Incorporated Banc of America Securities LLC Bear, Stearns & Co. Inc. Deutsche Bank Securities Inc. Wachovia Capital Markets, LLC | Merrill Lynch, Pierce, Fenner & Smith Incorporated Banc of America Securities LLC Bear, Stearns & Co. Inc. Deutsche Bank Securities Inc. Wachovia Capital Markets, LLC |
| Co-Managers | ABN AMRO Incorporated Lazard Capital Markets LLC BNP Paribas Securities Corp. Greenwich Capital Markets, Inc. J.P. Morgan Securities Inc. Daiwa Securities America Inc. UBS Securities LLC | ABN AMRO Incorporated Lazard Capital Markets LLC BNP Paribas Securities Corp. Greenwich Capital Markets, Inc. J.P. Morgan Securities Inc. Daiwa Securities America Inc. UBS Securities LLC |

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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