



Boston Scientific Corporation





BSX NYSE

Advanced Medical Equipment

Market Capitalization USD:

\$9,046.27 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance. 
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Hank Kucheman

Age: 62

CEO Since: 2011

	2009	2010	2011
Base Salary	\$909,588	\$1,200,000	\$1,128,373
Discretionary Bonus	\$1,499,572	\$0	\$0
Annual Cash Incentive	\$985,455	\$1,044,225	\$1,128,373
Benefits and Perquisites	\$2,660,698	\$375,011	\$399,151
TOTAL ANNUAL COMPENSATION	\$6,055,313	\$2,619,236	\$2,655,897
Increase in Post-Retirement Benefits	\$190,518	\$218,384	\$0
Stock Option Awards	\$7,460,000	\$2,078,914	\$0
Stock Awards	\$0	\$0	\$0
TOTAL COMPENSATION	\$13,705,831	\$4,916,534	\$2,655,897
Median of Other Named Executive Officers Total Compensation	\$4,886,546	\$4,623,096	\$6,058,384
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$1,046,250	\$2,523,331	\$1,246,669
TOTAL REALIZED EQUITY COMPENSATION	\$1,046,250	\$2,523,331	\$1,246,669

Proxy Date: 27 Mar 2012

Annual Meeting Date: 8 May 2012

Equity Reserves: 15.75%

Stock Option Run Rate: 0.96%

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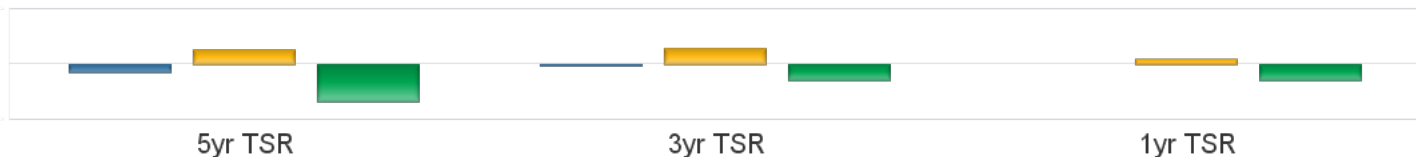
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Performance Comparison

■ S&P500 ■ Industry ■ BSX



Peer Comparisons (TRBC) =Advanced Medical Equipment

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
BSX	Boston Scientific Corporation	\$13,705,831	\$4,916,534	\$2,655,897	\$9,046,266,514
TMO	Thermo Fisher Scientific Inc.	\$1,708,729	\$2,761,689		\$19,404,224,211
ISRG	Intuitive Surgical, Inc.	\$4,180,542	\$5,050,593	\$4,548,559	\$14,237,201,503
STJ	St. Jude Medical, Inc.	\$7,938,920	\$9,437,470	\$6,573,283	\$11,924,724,318
CERN	Cerner Corporation	\$3,319,732	\$5,084,036		\$11,583,486,413
EW	Edwards Lifesciences Corporation	\$5,708,680	\$5,777,636	\$6,209,665	\$8,194,000,454
WAT	Waters Corporation	\$1,010,393	\$2,442,165	\$2,646,730	\$6,896,369,926

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Abbott Laboratories, CareFusion Corp*, St. Jude Medical, Inc., Allergan, Inc.*, Covidien Ltd., Stryker Corporation, Baxter International Inc., C.R. Bard*, Thermo Fisher Scientific, Inc., Becton, Dickinson and Company, Hospira, Inc., Zimmer Holdings, Inc., Medtronic, Inc.

Performance Peer Group

S&P 500 Healthcare Index

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Ernest Mario	Chairman	73	Male	11	Outside Related
Katherine T. Bartlett	Member	65	Female	3	Outside
Kristina M. Johnson	Member	54	Female	1	Outside

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