

Boston Scientific Corporation

DIRECTOR COMPENSATION IN FISCAL 2006

The table below summarizes the compensation we paid to our non-employee directors for the year ended December 31, 2006.

Name (1)	Fees Earned or Paid in Cash \$(3)	Stock Awards \$(4)	Option Awards \$(5)	All Other Compensation\$(6)	Total (\$)
John E. Abele	\$ 60,000	\$ 101,195	\$ 8,802	\$ 1,214,165	\$1,384,162
Ursula M. Burns	\$ 66,250	\$ 90,801	\$ 15,509	\$ 0	\$ 172,560
Nancy-Ann DeParle(2)	\$ 45,000	\$ 19,391	\$ 0	\$ 0	\$ 64,391
Joel L. Fleishman	\$ 80,000	\$ 126,001	\$ 15,509	\$ 0	\$ 221,510
Marye Anne Fox	\$ 60,000	\$ 135,953	\$ 15,509	\$ 0	\$ 211,462
Ray J. Groves	\$ 67,500	\$ 99,836	\$ 15,509	\$ 0	\$ 182,845
Kristina M. Johnson(2)	\$ 45,000	\$ 11,617	\$ 0	\$ 0	\$ 56,617
Ernest Mario	\$ 67,500	\$ 126,001	\$ 15,509	\$ 0	\$ 209,010
N.J. Nicholas, Jr.	\$ 60,000	\$ 135,953	\$ 15,509	\$ 0	\$ 211,462
Pete M. Nicholas	\$ 210,000	\$ 149,754	\$ 13,203	\$ 1,436,448	\$1,809,405
John E. Pepper	\$ 60,000	\$ 135,953	\$ 15,509	\$ 0	\$ 211,462
Uwe E. Reinhardt	\$ 60,000	\$ 126,001	\$ 15,509	\$ 0	\$ 201,510
Warren B. Rudman	\$ 80,000	\$ 99,836	\$ 15,509	\$ 0	\$ 195,345

(1) James R. Tobin, a director and our President and Chief Executive Officer, is an employee and is not included in this table. Mr. Tobin's compensation is discussed in our Compensation Discussion and Analysis beginning on page 19 and is included in the Summary Compensation Table beginning on page 31.

(2) Ms. DeParle and Ms. Johnson were elected as directors in May 2006.

(3) The following non-employee directors elected to defer all or a portion of their 2006 annual cash retainers in the form of common stock equivalent units in accordance with our Deferred Compensation Plan available to non-employee directors:

Name	2006 Cash Deferred	Common Stock Equivalent Units
Ursula M. Burns	\$ 66,250	3,514
Marye Anne Fox	\$ 30,000	1,572
Ray J. Groves	\$ 67,500	3,564
Kristina M. Johnson	\$ 11,250	636
Ernest Mario	\$ 67,500	3,564
N.J. Nicholas, Jr.	\$ 60,000	3,143
John E. Pepper	\$ 60,000	3,143
Warren B. Rudman	\$ 75,000	3,985

In addition, Marye Anne Fox elected to defer a portion of her 2006 cash retainer under the Moody's investment option provided under the Deferred Compensation Plan.

- (4) Under our director compensation program, each non-employee director, except the Chairman of the Board, was granted a restricted stock award on July 25, 2006 in an amount of shares equal to the grant date fair value of \$80,000, or 4,782 shares. Our Chairman of the Board was also granted a restricted stock award on July 25, 2006 in an amount of shares equal to the grant date fair value of \$120,000, or 7,173 shares. The restricted stock awards vest upon the expiration of each director's current term of office. The amounts reflected in this column represent the amount of expense we recognized for each of the director's awards.

The aggregate total number of outstanding restricted awards is shown below:

Name	<u>Grant Date</u>	<u>Number of Shares</u>	<u>Vesting Date</u>
John E. Abele	7/25/06	4,782	May 2009
Ursula M. Burns	5/11/04	2,000	May 8, 2007
	5/10/05	2,000	May 8, 2007
	7/25/06	4,782	May 8, 2007
Nancy-Ann DeParle	7/25/06	4,782	May 2008
Joel L. Fleishman	7/25/06	4,782	May 2009
Marye Anne Fox	5/11/04	2,000	May 8, 2007
	5/10/05	2,000	May 8, 2007
	7/25/06	4,782	May 8, 2007
Ray J. Groves	5/10/05	2,000	May 2008
	7/25/06	4,782	May 2008
Kristina M. Johnson	7/25/06	4,782	May 2009
Ernest Mario	7/25/06	4,782	May 2009
N.J. Nicholas, Jr.	5/11/04	2,000	May 8, 2007
	5/10/05	2,000	May 8, 2007
	7/25/06	4,782	May 8, 2007
Pete M. Nicholas	5/10/05	3,000	May 2008
	7/25/06	7,173	May 2008
John E. Pepper	5/11/04	2,000	May 8, 2007
	5/10/05	2,000	May 8, 2007
Uwe Reinhardt	7/25/06	4,782	May 8, 2007
Warren B. Rudman	7/25/06	4,782	May 2009
	5/10/05	2,000	May 2008
	7/25/06	4,782	May 2008

The following directors deferred receipt of these shares under and in accordance with the terms of our Deferred Compensation Plan:

Name	<u>No. of Shares</u>
Ursula M. Burns	4,782
Marye Anne Fox	4,782
Ray J. Groves	4,782

Kristina M. Johnson	4,782
Ernest Mario	4,782
N.J. Nicholas, Jr.	4,782
John E. Pepper	4,782
Warren B. Rudman	4,782

(5) No stock options were granted to non-employee directors in 2006. The amounts in this column reflect the expenses related to stock options granted in prior periods and recognized in our 2006 financial statements as described in Statement of Financial Accounting Standards No. 123(R). For a discussion of the valuation assumptions, see Note L to our consolidated financial statements included in our annual report on Form 10-K for the year ended December 31, 2006. Aggregate total numbers of stock option awards outstanding are shown below.

Name	Grant Date	Expiration Date	Exercise Price	Outstanding Stock Options (Exercisable)
John E. Abele	5/5/97	5/5/07	\$ 12.41	181,000
	5/10/05	5/10/15	\$ 29.75	666
Ursula M. Burns	5/7/02	5/7/12	\$ 12.34	4,000
	5/6/03	5/6/13	\$ 23.26	4,000
Nancy-Ann DeParle	5/11/04	5/11/14	\$ 39.30	1,334
	5/10/05	5/10/15	\$ 29.75	666
	5/18/04	5/18/14	\$ 16.46	23,109
Joel L. Fleishman	5/16/05	5/16/15	\$ 20.45	26,891
	5/5/97	5/5/07	\$ 12.41	8,000
Marye Anne Fox	5/5/98	5/5/08	\$ 18.34	8,000
	5/4/99	5/4/09	\$ 20.63	8,000
	5/9/00	5/9/10	\$ 14.16	8,000
	5/8/01	5/8/11	\$ 7.77	4,000
	5/7/02	5/7/12	\$ 12.34	4,000
	5/6/03	5/6/13	\$ 23.26	4,000
	5/11/04	5/11/14	\$ 39.30	1,334
	5/10/05	5/10/15	\$ 29.75	666
Marye Anne Fox	10/30/01	10/31/11	\$ 11.38	4,000
	5/7/02	5/7/12	\$ 12.34	4,000

Name	Grant Date	Expiration Date	Exercise Price	Outstanding Stock Options (Exercisable)
	5/6/03	5/6/13	\$ 23.26	4,000
Marye Anne Fox (cont.)	5/11/04	5/11/14	\$ 39.30	1,334
	5/10/05	5/10/15	\$ 29.75	666
Ray J. Groves	5/4/99	5/4/09	\$ 20.63	8,000
	5/9/00	5/9/10	\$ 14.16	8,000
	5/8/01	5/8/11	\$ 7.77	4,000
	5/7/02	5/7/12	\$ 12.34	4,000
	5/6/03	5/6/13	\$ 23.26	4,000
	5/11/04	5/11/14	\$ 39.30	1,334
	5/10/05	5/10/15	\$ 29.75	666
Kristina M. Johnson	3/16/04	3/16/14	\$ 18.09	4,481
	5/18/04	5/18/14	\$ 16.46	23,855
	5/16/05	5/16/15	\$ 20.45	26,891
Ernest Mario	5/6/03	5/6/13	\$ 23.26	1,333
	5/11/04	5/11/14	\$ 39.30	1,334
	5/10/05	5/10/15	\$ 29.75	666
N.J. Nicholas, Jr.	5/5/98	5/5/08	\$ 18.34	8,000
	5/4/99	5/4/09	\$ 20.63	8,000
	5/7/02	5/7/12	\$ 12.34	1,334
	5/6/03	5/6/13	\$ 23.26	4,000
	5/11/04	5/11/14	\$ 39.30	1,334
	5/10/05	5/10/15	\$ 29.75	666
Pete M. Nicholas	5/5/97	5/5/07	\$ 12.41	960,000
	12/19/97	12/19/07	\$ 10.39	56,000
	12/23/98	12/23/08	\$ 12.44	30,000
	5/9/00	5/9/10	\$ 14.16	180,000
	7/25/00	7/25/10	\$ 8.50	180,000
	12/6/00	12/6/10	\$ 6.13	784,500
	12/17/01	12/17/11	\$ 12.50	70,000
	5/10/05	5/10/15	\$ 29.75	1,000
John E. Pepper	5/6/03	5/6/13	\$ 23.26	4,000
	5/11/04	5/11/14	\$ 39.30	1,334
	5/10/05	5/10/15	\$ 29.75	666
Uwe Reinhardt	5/7/02	5/7/12	\$ 12.34	4,000
	5/6/03	5/6/13	\$ 23.26	4,000
	5/11/04	5/11/14	\$ 39.30	1,334
	5/10/05	5/10/15	\$ 29.75	666
Warren B. Rudman	5/9/00	5/9/10	\$ 14.16	8,000
	5/8/01	5/8/11	\$ 7.77	4,000
	5/7/02	5/7/12	\$ 12.34	4,000
	5/6/03	5/6/13	\$ 23.26	4,000
	5/11/04	5/11/14	\$ 39.30	1,334
	5/10/05	5/10/15	\$ 29.75	666

(6) The numbers reflected in this column includes all other compensation received by the following directors in 2006:

Name	Annual Founder's Benefits(a)	Medical Benefits(a)	Long Term Care(a)	Charitable Donation(a)	Executive Life Insurance(b)	Other Perquisites(c)	Total(d)
John E. Abele	\$ 150,000	\$ 12,731	\$ 8,603	\$ 1,000,000	\$ 41,394	0	\$1,214,165
Pete M. Nicholas	\$ 225,000	\$ 11,119	\$12,744	\$ 1,000,000	\$ 163,106	\$ 23,049	\$1,436,448

(a) Amounts included in these columns reflect payments due to each of our founders following their retirement as employees in May 2005.

(b) Amounts in this column attributable to Mr. Abele include imputed income and a gross-up amount of \$17,282 to cover related tax obligations related to the termination of a previously established split dollar life insurance program. Amounts attributable to Mr. Pete Nicholas include amounts to fund premiums for universal life insurance and imputed income related to the termination of a previously established split dollar life insurance program and a gross up amount of \$72,822 to cover related tax obligations.

(c) This column includes amounts paid for transportation services for Mr. Pete Nicholas.

(d) This column also includes incidental amounts that fall below the required disclosure thresholds.

DIRECTOR COMPENSATION IN FISCAL 2007

The table below summarizes the compensation we paid to our non-employee directors for the year ended December 31, 2007.

Name(1)	Fees Earned or Paid in Cash \$(3)	Stock Awards \$(4)	Option Awards \$(5)	All Other Compensation \$(6)	Total (\$)
John E. Abele	\$ 60,000	\$ 53,646	\$ 0	\$ 1,216,342	\$ 1,329,988
Ursula M. Burns	\$ 76,511	\$ 76,686	\$ 5,230	\$ 0	\$ 158,427
Nancy-Ann DeParle	\$ 60,000	\$ 100,358	\$ 0	\$ 0	\$ 160,358
J. Raymond Elliott(2)	\$ 19,239	\$ 14,597	\$ 0	\$ 0	\$ 33,836
Joel L. Fleishman	\$ 80,000	\$ 53,625	\$ 5,230	\$ 0	\$ 138,855
Marye Anne Fox	\$ 60,000	\$ 76,686	\$ 5,230	\$ 0	\$ 141,916
Ray J. Groves	\$ 76,511	\$ 152,752	\$ 5,230	\$ 0	\$ 234,493
Kristina M. Johnson	\$ 60,000	\$ 54,016	\$ 0	\$ 0	\$ 114,016
Ernest Mario	\$ 76,511	\$ 50,409	\$ 5,230	\$ 0	\$ 132,150
N.J. Nicholas, Jr.	\$ 60,000	\$ 76,686	\$ 5,230	\$ 0	\$ 141,916
Pete M. Nicholas	\$ 210,000	\$ 187,007	\$ 0	\$ 1,447,285	\$ 1,844,292
John E. Pepper	\$ 60,000	\$ 67,752	\$ 5,230	\$ 0	\$ 132,982
Uwe E. Reinhardt	\$ 60,000	\$ 53,625	\$ 5,230	\$ 0	\$ 118,855
Warren B. Rudman	\$ 93,022	\$ 152,752	\$ 5,230	\$ 0	\$ 251,004

(1) James R. Tobin, a director and our President and Chief Executive Officer, is an employee and is not included in this table. Mr. Tobin's compensation is discussed in our Compensation Discussion & Analysis beginning on page 22 and in the Summary Compensation Table beginning on page 44.

(2) Mr. Elliott was elected as a director in September 2007.

(3) The following non-employee directors elected to defer all or a portion of their 2007 annual cash retainers in the form of common stock equivalent units in accordance with our Deferred Compensation Plan available to non-employee directors:

Name	2007 Cash Deferred	Common Stock Equivalent Units
Ursula M. Burns	\$ 76,511	5,065
J. Raymond Elliott	\$ 19,239	1,340
Marye Anne Fox	\$ 30,000	1,980
Ray J. Groves	\$ 76,511	5,065
Ernest Mario	\$ 76,511	5,065
N.J. Nicholas, Jr.	\$ 60,000	3,960
John E. Pepper	\$ 45,000	2,969
Warren B. Rudman	\$ 93,022	6,170

In addition, Marye Anne Fox and John Pepper elected to defer a portion of their 2007 cash retainer under the Moody's investment option provided under the Deferred Compensation Plan.

(4) The amounts reflected in this column represent the amount of expense we recognized for each director's awards during 2007. Under our director compensation program, each non-employee director, with the exception of Mr. Elliott, was granted a restricted stock award on May 8, 2007 in the amount of shares equal to the grant date fair value of \$120,000, or 7,238 shares. Mr. Elliott became a director on September 5, 2007 and received a grant of restricted stock equal to the amount of shares equal to \$120,000 on that date. The restricted stock awards vest upon the expiration of each director's current term of office.

The aggregate total number of outstanding unvested restricted awards at December 31, 2007 is shown below:

<u>Name</u>	<u>Grant Date</u>	<u>Number of Shares</u>	<u>Grant Date Fair Value</u>	<u>Vesting Date</u>
John E. Abele	7/25/06	4,782	\$ 80,000	May 2009*
	5/8/07	7,238	\$ 120,000	May 2009*
Ursula M. Burns	5/8/07	7,238	\$ 120,000	May 6, 2008
Nancy-Ann DeParle	7/25/06	4,782	\$ 80,000	May 6, 2008
	5/8/07	7,238	\$ 120,000	May 6, 2008
J. Raymond Elliott	9/5/07	9,160	\$ 120,000	May 6, 2008
Joel L. Fleishman	7/25/06	4,782	\$ 80,000	May 2009*
	5/8/07	7,238	\$ 120,000	May 2009*
Marye Anne Fox	5/8/07	7,238	\$ 120,000	May 6, 2008
Ray J. Groves	5/10/05	2,000	\$ 59,500	May 6, 2008
	7/25/06	4,782	\$ 80,000	May 6, 2008
	5/8/07	7,238	\$ 120,000	May 6, 2008
Kristina M. Johnson	7/25/06	4,782	\$ 80,000	May 2009*
	5/8/07	7,238	\$ 120,000	May 2009*
Ernest Mario	7/25/06	4,782	\$ 80,000	May 2009*
	5/8/07	7,238	\$ 120,000	May 2009*
N.J. Nicholas, Jr.	5/8/07	7,238	\$ 120,000	May 6, 2008
Pete M. Nicholas	5/10/05	3,000	\$ 89,250	May 6, 2008
	7/25/06	7,173	\$ 120,000	May 6, 2008
	5/8/07	7,238	\$ 120,000	May 6, 2008
John E. Pepper	5/8/07	7,238	\$ 120,000	May 6, 2008
Uwe Reinhardt	7/25/06	4,782	\$ 80,000	May 2009*
	5/8/07	7,238	\$ 120,000	May 2009*
Warren B. Rudman	5/10/05	2,000	\$ 59,500	May 6, 2008
	7/25/06	4,782	\$ 80,000	May 6, 2008
	5/8/07	7,238	\$ 120,000	May 6, 2008
TOTAL		155,683		

*These shares of restricted stock will vest on the day of our Annual Meeting of Stockholders to be held in May 2009.

The following directors deferred receipt of these shares under and in accordance with the terms of our Deferred Compensation Plan:

Name	No. of Shares
Ursula M. Burns	7,238
Nancy-Ann DeParle	7,238
J. Raymond Elliott	9,160
Marye Anne Fox	7,238
Ray J. Groves	7,238
Kristina M. Johnson	7,238
Ernest Mario	7,238
N.J. Nicholas, Jr.	7,238
John E. Pepper	7,238
Warren B. Rudman	7,238

(5) No stock options were granted to non-employee directors in 2007. The amounts in this column reflect the expenses related to stock options granted in prior periods and recognized in our 2007 financial statements as described in Statement of Financial Accounting Standards No.123(R). For a discussion of the valuation assumptions, see Note N to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2007. Aggregate total numbers of stock option awards (vested and unvested) outstanding at December 31, 2007 are shown below. Mr. Elliott joined the Board in 2007 and has not received stock options.

Name	Outstanding Stock Options
John E. Abele	2,000
Ursula M. Burns	12,000
Nancy-Ann DeParle	50,000
Joel L. Fleishman	40,000
Marye Anne Fox	16,000
Ray J. Groves	32,000
Kristina M. Johnson	55,227
Ernest Mario	5,333
N.J. Nicholas, Jr.	25,334
Pete M. Nicholas	1,247,500

John E. Pepper	8,000
Uwe Reinhardt	12,000
Warren B. Rudman	24,000
TOTAL	1,537,394

(6) The numbers reflected in this column include all other compensation received by the following directors in 2007:

Name	Annual Founder's Benefits(a)	Medical Benefits(a)	Long Term Care(a)	Charitable Donation(a)	Executive Life Insurance(b)	Other Perquisites(c)	Total
John E. Abele	\$ 150,000	\$ 12,779	\$ 10,324	\$ 1,000,000	\$ 43,239	0	\$1,216,342
Pete M. Nicholas	\$ 225,000	\$ 10,926	\$ 14,011	\$ 1,000,000	\$ 166,483	\$ 30,865	\$1,447,285

(a) Amounts included in these columns reflect payments due to each of our founders following their retirement as employees in May 2005.

(b) Amounts in this column attributable to Mr. Abele include imputed income and a gross-up amount of \$18,052 to cover tax obligations related to the termination of a previously established split dollar life insurance program. Amounts attributable to Mr. Nicholas include amounts to fund premiums for universal life insurance, imputed income related to the termination of a previously established split dollar life insurance program and a gross up amount of \$73,942 to cover related tax obligations.

(c) This column includes amounts paid for transportation services for Mr. Nicholas.

DIRECTOR COMPENSATION IN FISCAL 2008

The table below summarizes the compensation we paid to our non-employee directors for the year ended December 31, 2008.

Name ⁽¹⁾	Fees Earned or Paid in Cash (\$) ⁽²⁾	Stock Awards (\$) ⁽³⁾	Option Awards (\$) ⁽⁴⁾	Change in Pension Value and Non-Qualified Deferred Compensation Earnings (\$) ⁽⁵⁾	All Other Compensation (\$)	Total (\$)
John E. Abele	\$ 69,808	\$168,630	\$ 0	\$ 0	\$ 183,377 ⁽⁶⁾	\$ 421,815
Ursula M. Burns	\$ 89,808	\$127,430	\$ 1,029	\$ 0	\$ 0	\$ 218,267
Nancy-Ann DeParle	\$ 69,808	\$138,682	\$ 0	\$ 0	\$ 0	\$ 208,490
J. Raymond Elliott	\$ 69,808	\$187,369	\$ 0	\$ 0	\$ 0	\$ 257,177
Joel L. Fleishman	\$ 89,808	\$170,903	\$ 1,029	\$ 0	\$ 0	\$ 261,740
Marye Anne Fox	\$ 69,808	\$127,430	\$ 1,029	\$ 107	\$ 0	\$ 198,374
Ray J. Groves	\$ 89,808	\$149,621	\$ 1,029	\$ 0	\$ 0	\$ 240,458
Kristina M. Johnson	\$ 69,808	\$171,482	\$ 0	\$ 0	\$ 0	\$ 241,290
Ernest Mario	\$ 89,808	\$168,661	\$ 1,029	\$ 0	\$ 1,134 ⁽⁷⁾	\$ 260,632
N.J. Nicholas, Jr.	\$ 69,808	\$127,430	\$ 1,029	\$ 0	\$ 0	\$ 198,267
Pete M. Nicholas	\$210,000	\$163,400	\$ 0	\$ 0	\$ 303,710 ⁽⁶⁾	\$ 677,110
John E. Pepper	\$ 69,808	\$127,430	\$ 1,029	\$ 13	\$ 0	\$ 198,280
Uwe E. Reinhardt	\$ 69,808	\$170,903	\$ 1,029	\$ 0	\$ 0	\$ 241,740

Warren B. Rudman \$109,808 \$149,621 \$ 1,029 \$ 30 \$ 0 \$ 260,488

- (1) Mr. Tobin, a director and our President and Chief Executive Officer, is an employee and is not included in this table.
- (2) The following non-employee directors elected to defer all or a portion of their 2008 annual cash retainers in the form of common stock equivalent units in accordance with our Non-Employee Director Deferred Compensation Plan.

Name ⁽¹⁾	2008 Cash Deferred	Common Stock Equivalent Units
Ursula M. Burns	\$ 89,808	7,272
J. Raymond Elliott	\$ 69,808	5,650
Marye Anne Fox	\$ 34,904	2,825
Ray J. Groves	\$ 89,808	7,272
N.J. Nicholas, Jr.	\$ 69,808	5,650
John E. Pepper	\$ 69,808	5,650
Warren B. Rudman	\$ 109,808	8,894

In addition, Dr. Fox elected to defer \$34,904 of her 2008 cash retainer under the interest crediting investment option provided under the Non-Employee Director Deferred Compensation Plan.

- (3) Under our director compensation program, each non-employee director was granted a restricted stock award on May 6, 2008 in the amount of shares equal to the grant date fair value of \$125,000, or 9,104 shares. The restricted stock awards vest upon the expiration of each director's current term of office. The amounts reflected in this column reflect the expenses related to these restricted stock awards as well as restricted stock awards granted in prior periods and recognized for financial reporting purposes in our 2008 financial statements in accordance with Statement of Financial Accounting Standards No. 123(R).

The aggregate total number of outstanding unvested restricted awards at December 31, 2008, all of which will vest on the day of our Annual Meeting in May 2009, is shown below:

Name	Grant Date	Number of Shares	Grant Date Fair Value	Vesting Date
John E. Abele	7/25/06	4,782	\$ 80,000	5/9/09
	5/8/07	7,238	\$ 120,000	5/9/09
	5/6/08	9,104	\$ 125,000	5/9/09
Ursula M. Burns	5/6/08	9,104	\$ 125,000	5/9/09
Nancy-Ann DeParle	5/6/08	9,104	\$ 125,000	5/9/09
J. Raymond Elliott	5/6/08	9,104	\$ 125,000	5/9/09
Joel L. Fleishman	7/25/06	4,782	\$ 80,000	5/9/09
	5/8/07	7,238	\$ 120,000	5/9/09
	5/6/08	9,104	\$ 125,000	5/9/09
Marye Anne Fox	5/6/08	9,104	\$ 125,000	5/9/09
Ray J. Groves	5/6/08	9,104	\$ 125,000	5/9/09
Kristina M. Johnson	7/25/06	4,782	\$ 80,000	5/9/09
	5/8/07	7,238	\$ 120,000	5/9/09

	5/6/08	9,104	\$ 125,000	5/9/09
Ernest Mario	7/25/06	4,782	\$ 80,000	5/9/09
	5/8/07	7,238	\$ 120,000	5/9/09
	5/6/08	9,104	\$ 125,000	5/9/09
N.J. Nicholas, Jr.	5/6/08	9,104	\$ 125,000	5/9/09
Pete M. Nicholas	5/6/08	9,104	\$ 125,000	5/9/09
John E. Pepper	5/6/08	9,104	\$ 125,000	5/9/09
Uwe Reinhardt	7/25/06	4,782	\$ 80,000	5/9/09
	5/8/07	7,238	\$ 120,000	5/9/09
	5/6/08	9,104	\$ 125,000	5/9/09
Warren B. Rudman	5/6/08	9,104	\$ 125,000	5/9/09
Total		187,556		

The following directors deferred receipt of these shares under and in accordance with the terms of our Non-Employee Director Deferred Compensation Plan:

Name

Ursula M. Burns	9,104
J. Raymond Elliott	9,104
Marye Anne Fox	9,104
Ray J. Groves	9,104
Kristin M. Johnson	9,104
N.J. Nicholas, Jr.	9,104

John E. Pepper	9,104
Warren B. Rudman	9,104

(4) No stock options were granted to non-employee directors in 2008. The amounts in this column reflect the expenses related to stock options granted in prior periods and recognized for financial reporting purposes in our 2008 financial statements in accordance with Statement of Financial Accounting Standards No.123(R). Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. For a discussion of the valuation assumptions, see Note N to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2008. Aggregate total numbers of stock option awards (vested and unvested) outstanding at December 31, 2008 are shown below.

Name	Outstanding Stock Options
John E. Abele	2,000
Ursula M. Burns	12,000
Nancy-Ann DeParle	50,000
Joel L. Fleishman	32,000
Marye Anne Fox	16,000
Ray J. Groves	32,000
Kristina M. Johnson	55,227
Ernest Mario	5,333
N.J. Nicholas, Jr.	17,334
Pete M. Nicholas	73,000
John E. Pepper	8,000
Uwe Reinhardt	12,000

Warren B. Rudman	24,000
Total	338,894

(5) Amounts in this column represent the “above-market” portion of 2008 earnings under the interest crediting investment option available under the Non-Employee Director Deferred Compensation Plan. The interest rate used under the plan each year is the “Moody’s Composite Yield on Seasoned Corporate Bonds” for the month of September of the preceding year. For 2008, the interest rate used under the plan was 6.21%, the Moody’s rate on September 2007. Interest on non-qualified deferred compensation is considered “above-market” if the interest rate exceeds 120% of the federal long-term rate, with compounding at the rate that corresponds most closely to the rate under the plan, at the time the interest rate or formula is set. For 2008, the applicable federal long-term interest rate was 5.09%.