

SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number	3235-0287
Expires	February 28, 2011
Estimated average burden hours per response	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person <b>DEPARLE NANCY ANN</b>			2. Issuer Name and Ticker or Trading Symbol <b>GUIDANT CORP [ GDT ]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2004		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
CERNER CORP 2800 ROCKCREEK PKWY			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) KANSAS CITY MO		(Zip) 64117-2551				
(City)	(State)	(Zip)				

**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	02/27/2004		M		10,000	A	\$37.08	11,620	D	
Common Stock	02/27/2004		M		3,000	A	\$31.09	14,620	D	
Common Stock	02/27/2004		S		800	D	\$68.45	13,820	D	
Common Stock	02/27/2004		S		1,000	D	\$68.46	12,820	D	
Common Stock	02/27/2004		S		1,000	D	\$68.47	11,820	D	
Common Stock	02/27/2004		S		400	D	\$68.48	11,420	D	
Common Stock	02/27/2004		S		5,620	D	\$68.49	5,800	D	
Common Stock	02/27/2004		S		2,800	D	\$68.55	3,000	D	

**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 of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Director Stock Option (right to buy)	\$37.08	02/27/2004		M		10,000		05/21/2002	05/21/2011	Common Stock	10,000	\$0	0	D	
Director Stock Option (right to buy)	\$31.09	02/27/2004		M		3,000		05/20/2002	07/20/2011	Common Stock	3,000	\$0	0	D	

Explanation of Responses:

David Scharf by Power of Attorney for Nancy-Ann Min DeParle 02/27/2004  
 DeParle  
 \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see instruction 4 (b)(v).

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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

1. Name and Address of Reporting Person <b>DEPARLE NANCY ANN</b>			2. Issuer Name and Ticker or Trading Symbol <b>GUIDANT CORP [ GDT ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/18/2004			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
CERNER CORP 2800 ROCKCREEK PKWY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) KANSAS CITY MO 64117-2551								
(City) (State) (Zip)								

**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			

**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 of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Director Stock Option (right to buy)	\$59.01	05/18/2004		A		10,000		05/18/2005	05/16/2014	Common Stock	\$0	10,000	D	

Explanation of Responses:

David Scharf by Power of Attorney for Nancy-Ann Min DeParle  
 Signature of Reporting Person Date 05/19/2004

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

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1. Name and Address of Reporting Person <b>DEPARLE NANCY ANN</b>			2. Issuer Name and Ticker or Trading Symbol <b>GUIDANT CORP [ GDT ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/16/2005			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O GUIDANT CORPORATION 111 MONUMENT CIRCLE, 29TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	INDIANAPOLIS IN 46204-5129							
(City)	(State)	(Zip)						

**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			

**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 of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Director Stock Option (right to buy)	\$73.31	05/16/2005		A		7,500		05/16/2005	05/18/2015	Common Stock	\$0	7,500	D	

Explanation of Responses:

David Scharf by Power of  
 Attorney for Nancy-Ann Min DeParle 05/17/2005  
 \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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1. Name and Address of Reporting Person <b>DEPARLE NANCY ANN</b>			2. Issuer Name and Ticker or Trading Symbol <b>GUIDANT CORP [ GDT ]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/21/2006		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
C/O GUIDANT CORPORATION 111 MONUMENT CIRCLE, 29TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	INDIANAPOLIS IN 46204-5129					
(City)	(State)	(Zip)				

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/21/2006		D		3,000	D	(1)	0	D	

**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 of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						
Director Stock Option (right to buy)	\$37.7	04/21/2006		D		7,500	(2)	05/18/2012	Common Stock	7,500	(2)	0	D	
Director Stock Option (right to buy)	\$40.925	04/21/2006		D		10,000	(2)	05/19/2013	Common Stock	10,000	(2)	0	D	
Director Stock Option (right to buy)	\$59.01	04/21/2006		D		10,000	(2)	05/18/2014	Common Stock	10,000	(2)	0	D	
Director Stock Option (right to buy)	\$73.31	04/21/2006		D		7,500	(2)	05/16/2015	Common Stock	7,500	(2)	0	D	

**Explanation of Responses:**

1. Pursuant to an Agreement and Plan of Merger, dated as of January 25, 2006 (the "Merger Agreement"), by and among Boston Scientific Corporation ("Boston Scientific"), Guidant Corporation ("Guidant"), and Guidant Merger Sub, Inc., each share of Guidant common stock issued and outstanding immediately prior to the effectiveness of the merger on April 21, 2006 (the "Effective Time"), was converted into the right to receive (a) 1.6789 shares of Boston Scientific common stock (the "Exchange Ratio") and (b) \$42.28 in cash (which includes an aggregate per share interest payment of \$0.28).

2. Pursuant to the Merger Agreement, at the Effective Time, this option was assumed by Boston Scientific and converted into an option to purchase that number of shares of Boston Scientific common stock (rounded down to the nearest whole share) equal to the sum of (x) the product of (A) the number of shares of Guidant common stock subject to this option and (B) the Exchange Ratio and (y) the product of (A) the number of shares of Guidant common stock subject to this option and (B) the Cash Portion Option Exchange Multiple, at an exercise price per share of Boston Scientific common stock rounded up to the nearest whole cent equal to the quotient obtained by dividing (i) the aggregate exercise price for the shares of Guidant common stock subject to this option by (ii) the aggregate number of shares of Boston Scientific common stock to be subject to such option after giving effect to such adjustments. The Cash Portion Option Exchange Multiple was 1.9856.

Diane Barker by Power of 04/25/2006