BOSTON SCIENTIFIC CORP

Form 4 March 30, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * **BOSTON SCIENTIFIC CORP**

(First)

Symbol

2. Issuer Name and Ticker or Trading

CYBERONICS INC [CYBX]

(Middle)

3. Date of Earliest Transaction (Month/Day/Year) 03/28/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X__ 10% Owner _ Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

ONE BOSTON SCIENTIFIC **PLACE**

> 4. If Amendment, Date Original (Street) Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

below)

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

NATICK, MA 01760-

| (City) | (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | ly 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 nsaction(A) or Disposed of (D) le (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 03/28/2005 | | P | 500 | A | \$ 38.73 | 3,300,500 | D | |
| Common Stock | 03/28/2005 | | P | 1,198 | A | \$ 38.74 | 3,301,698 | D | |
| Common Stock | 03/28/2005 | | P | 1,469 | A | \$ 38.75 | 3,303,167 | D | |
| Common Stock | 03/28/2005 | | P | 1,437 | A | \$ 38.76 | 3,304,604 | D | |
| Common Stock | 03/28/2005 | | P | 300 | A | \$ 38.79 | 3,304,904 | D | |

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| 03/28/2005 | P | 5,000 | A | \$ 38.8 | 3,309,904 | D |
|------------|--|---|---|---|--|---|
| 03/28/2005 | P | 300 | A | \$ 38.9 | 3,310,204 | D |
| 03/28/2005 | P | 300 | A | \$ 38.92 | 3,310,504 | D |
| 03/28/2005 | P | 1,091 | A | \$ 38.95 | 3,311,595 | D |
| 03/28/2005 | P | 1,280 | A | \$ 38.96 | 3,312,875 | D |
| 03/28/2005 | P | 3,148 | A | \$ 38.97 | 3,316,023 | D |
| 03/28/2005 | P | 3,156 | A | \$ 38.98 | 3,319,179 | D |
| 03/28/2005 | P | 2,209 | A | \$ 38.99 | 3,321,388 | D |
| 03/28/2005 | P | 35,282 | A | \$ 39 | 3,356,670 | D |
| 03/28/2005 | P | 300 | A | \$ 39.18 | 3,356,970 | D |
| 03/28/2005 | P | 300 | A | \$ 39.2 | 3,357,270 | D |
| 03/28/2005 | P | 100 | A | \$ 39.22 | 3,357,370 | D |
| 03/28/2005 | P | 100 | A | \$ 39.23 | 3,357,470 | D |
| 03/28/2005 | P | 2,530 | A | \$ 39.25 | 3,360,000 | D |
| | 03/28/2005 03/28/2005 03/28/2005 03/28/2005 03/28/2005 03/28/2005 03/28/2005 03/28/2005 03/28/2005 03/28/2005 03/28/2005 | 03/28/2005 P 03/28/2005 P | 03/28/2005 P 300 03/28/2005 P 300 03/28/2005 P 1,091 03/28/2005 P 1,280 03/28/2005 P 3,148 03/28/2005 P 3,156 03/28/2005 P 2,209 03/28/2005 P 35,282 03/28/2005 P 300 03/28/2005 P 100 03/28/2005 P 100 | 03/28/2005 P 300 A 03/28/2005 P 300 A 03/28/2005 P 1,091 A 03/28/2005 P 1,280 A 03/28/2005 P 3,148 A 03/28/2005 P 3,156 A 03/28/2005 P 2,209 A 03/28/2005 P 300 A 03/28/2005 P 300 A 03/28/2005 P 100 A 03/28/2005 P 100 A 03/28/2005 P 100 A | 03/28/2005 P 300 A \$ 38.9 03/28/2005 P 300 A \$ 38.92 03/28/2005 P 1,091 A \$ 38.95 03/28/2005 P 1,280 A \$ 38.96 03/28/2005 P 3,148 A \$ 38.97 03/28/2005 P 3,156 A \$ 38.98 03/28/2005 P 35,282 A \$ 39 03/28/2005 P 300 A \$ 39.18 03/28/2005 P 300 A \$ 39.22 03/28/2005 P 100 A \$ 39.23 03/28/2005 P 100 A \$ 39.23 03/28/2005 P 100 A \$ 39.23 | 03/28/2005 P 300 A \$ 38.9 3,310,204 03/28/2005 P 300 A \$ 38.92 3,310,504 03/28/2005 P 1,091 A \$ 38.95 3,311,595 03/28/2005 P 1,280 A \$ 38.96 3,312,875 03/28/2005 P 3,148 A \$ 38.97 3,316,023 03/28/2005 P 3,156 A \$ 38.98 3,319,179 03/28/2005 P 2,209 A \$ 38.99 3,321,388 03/28/2005 P 300 A \$ 39.23 3,356,670 03/28/2005 P 300 A \$ 39.2 3,357,270 03/28/2005 P 100 A \$ 39.22 3,357,370 03/28/2005 P 100 A \$ 39.23 3,357,470 03/28/2005 P 100 A \$ 39.23 3,357,470 |

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

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 control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exercisable and | 7. Title and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------|------------|-------------------------|------------------|-------------|-------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | orNumber | Expiration Date | Amount of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/Year) | Underlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | re | Securities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | (Instr. 3 and 4) | | Own |
| | Security | | | | Acquired | | | | Follo |
| | | | | | (A) or | | | | Repo |
| | | | | | | | | | |

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Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount Exercisable Date or

Number of Shares

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| • 0 | Director | 10% Owner | Officer | Other | | | |
| BOSTON SCIENTIFIC CORP ONE BOSTON SCIENTIFIC PLACE NATICK, MA 01760- | | X | | | | | |

Signatures

By: Lawrence J. Knopf, Vice 03/30/2005 President

**Signature of Reporting Person Date

Explanation of Responses:

- 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3

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