BOSTON SCIENTIFIC CORP Form 425 February 06, 2006

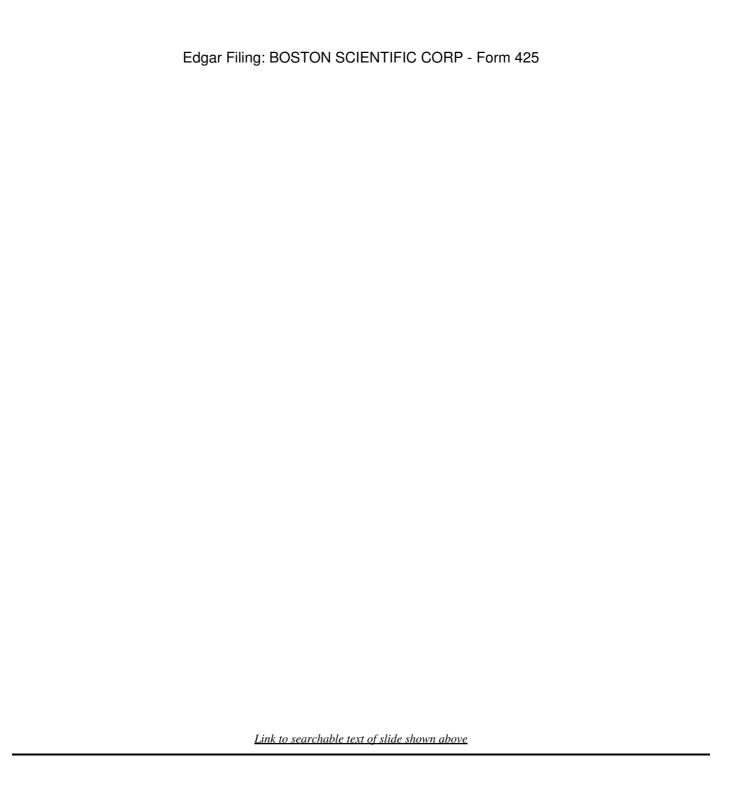
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> > Subject Company: Guidant Corporation Commission File No.: 001-13388

The following presentation material was distributed to Guidant employees on February 6, 2006.

Link to searchable text of slide shown above

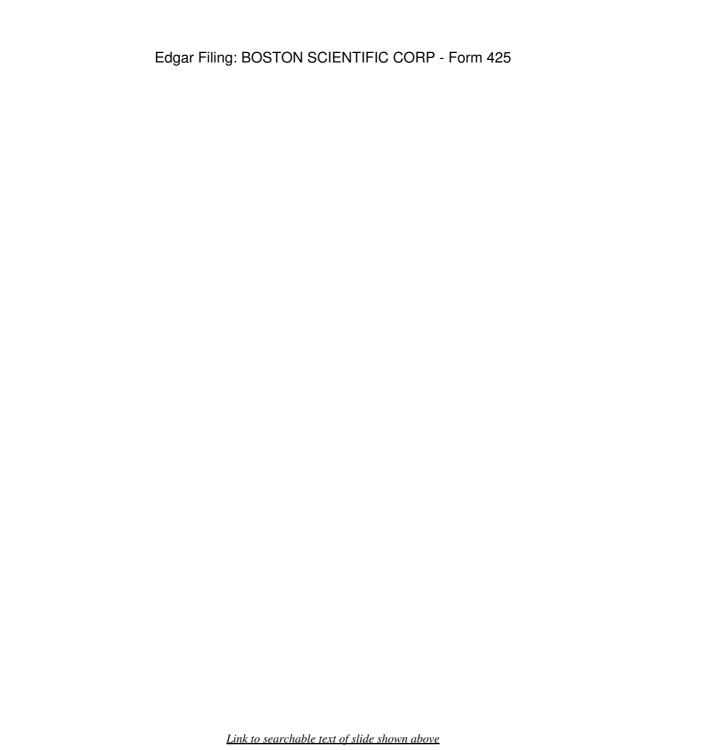


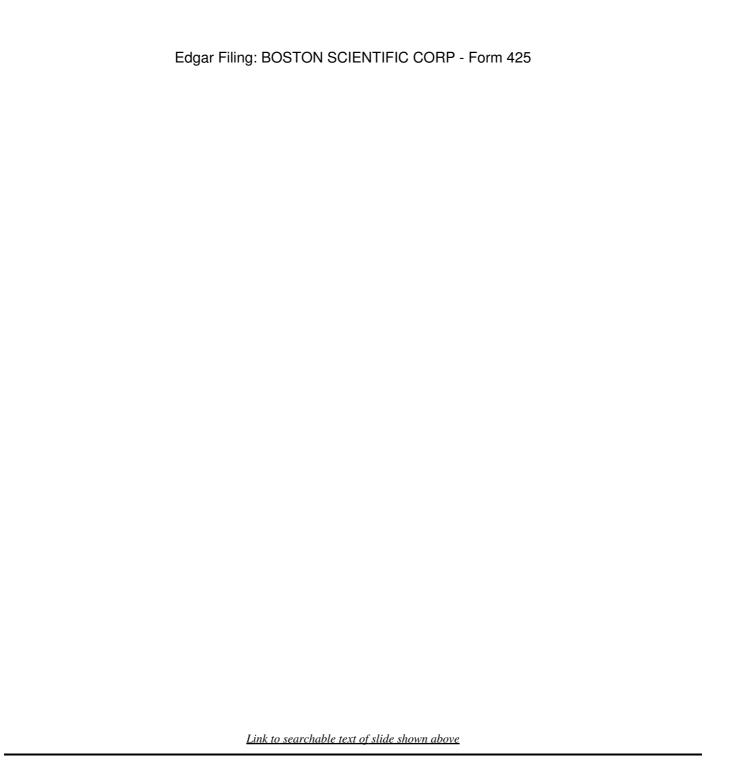




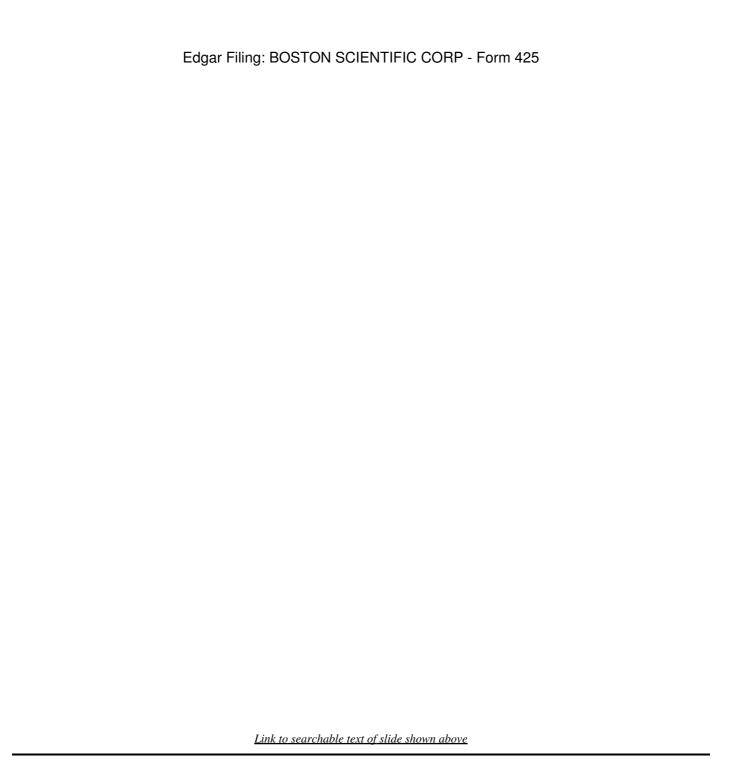




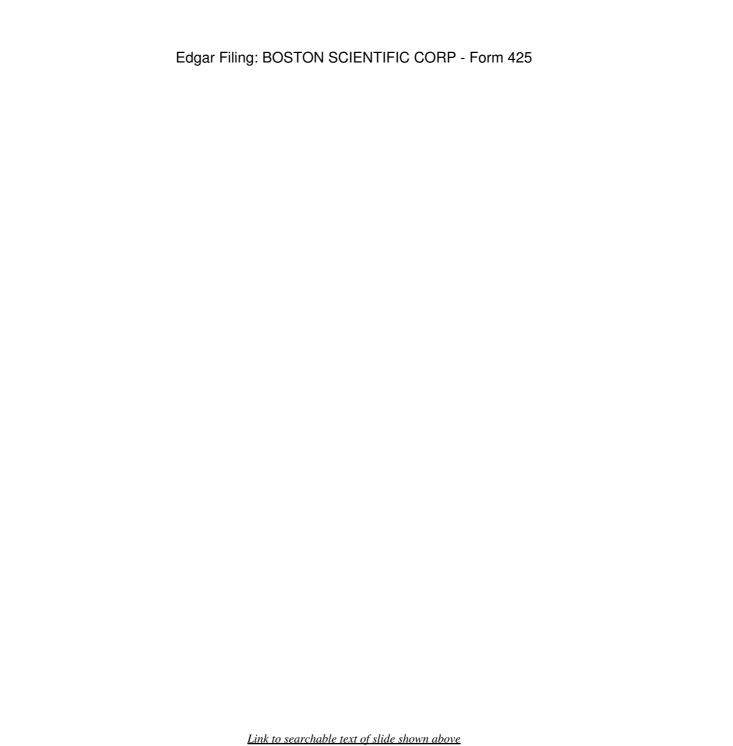




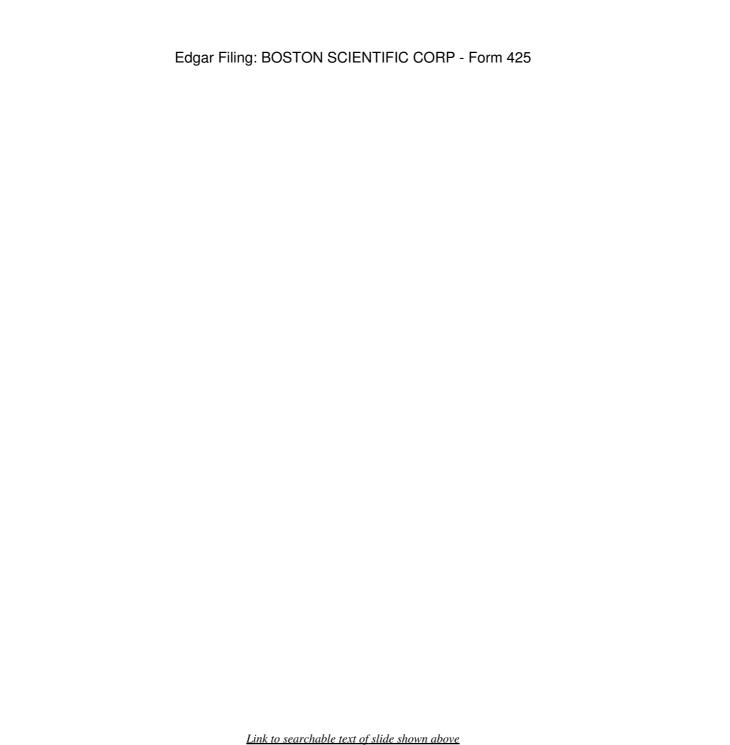




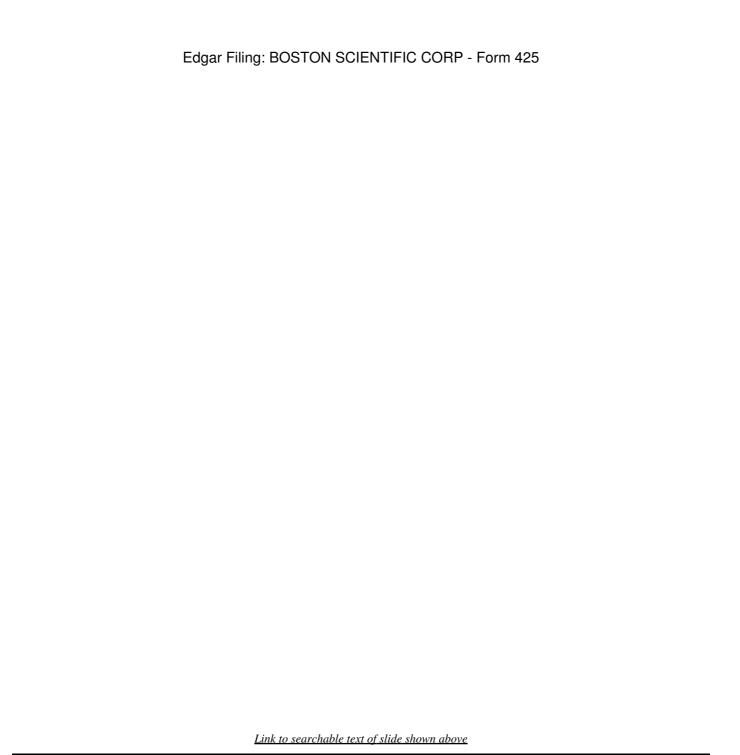


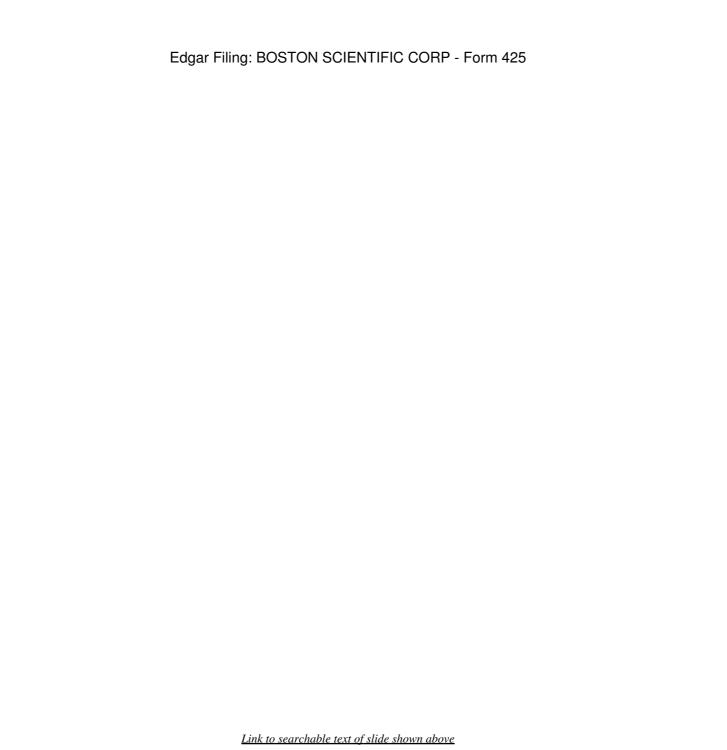






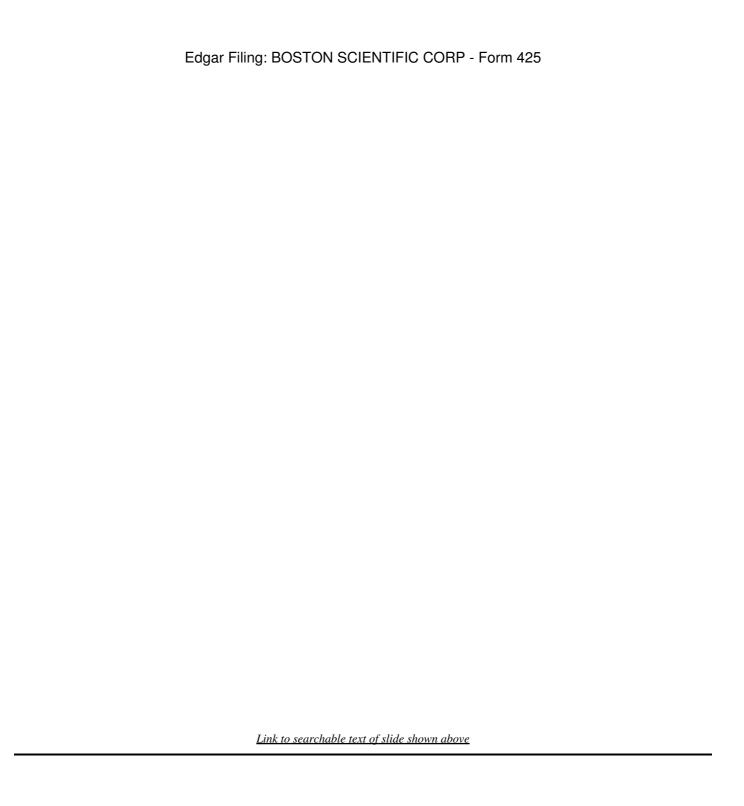








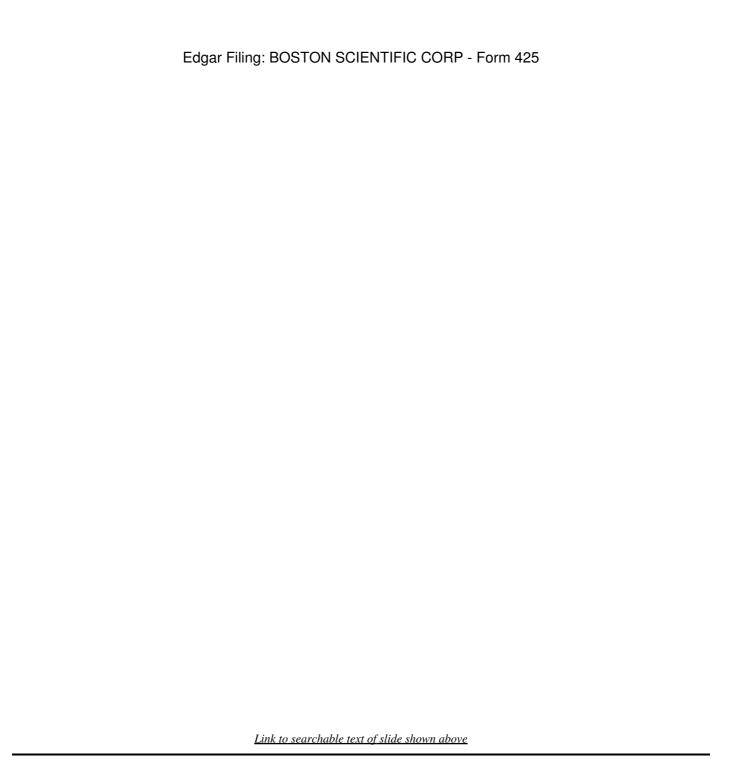








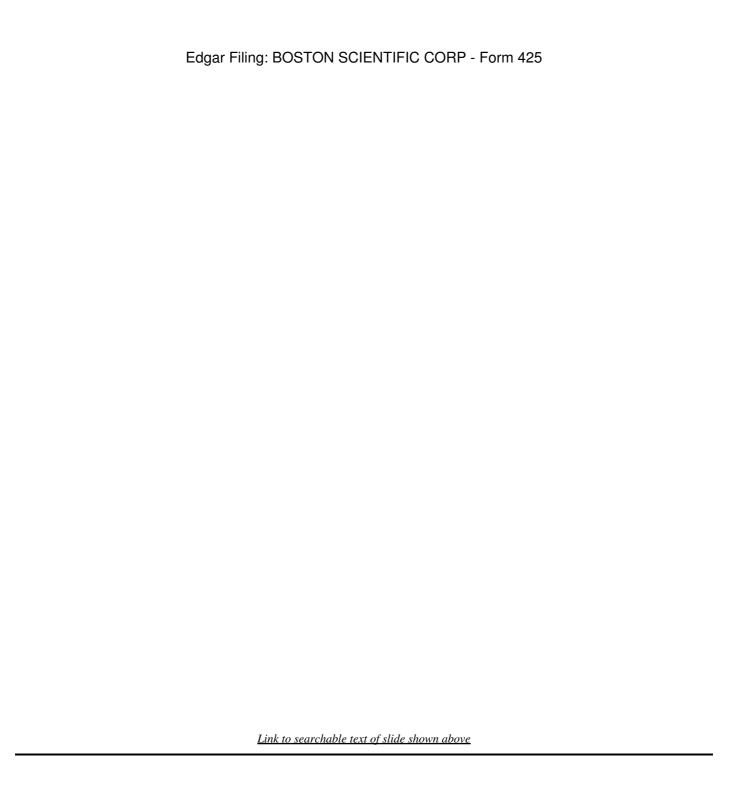
















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[LOGO]

[GRAPHIC]

Guidant

All-Employee Meetings

February 1, 2006

Transition Principles	[LOGO]
Rapid close	
Open communication	
Minimize disruption	
Rapid cycles of discussions and de	cisions
Engage employees	
Focus on value creation drivers	
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Boston Scientific s mission is to improve the quality of patient care and increase health care productivity			
Boston Scientific s Mission Statement			
[GRAPHIC]			
Boston Scientific s mission is to improve the quality of patient care and the productivity of health care delivery through the development and advocacy of less-invasive medical devices and procedures.			
This is accomplished through the continuing refinement of existing products and procedures and the investigation and development of new technologies that can reduce risk, trauma, cost, procedure time and the need for aftercare.			
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3			

Boston Scientific has evolved from early	pioneer to industry leader	
Global Leadership in Interventional Medicine		
[CHART]		
	Confidential information of Boston Scientific Corporation. I	Oo not copy or distribute.
	4	_

Boston Scientific is a global, multi-billion dollar company focused on less-invasive medical devices and procedures		
Boston Scientific Corporation Profile		
[GRAPHIC]		
General Facts:		
Founded in 1979 with 38 employees, \$2 million in sales. Now Fortune 500 company		
World s largest medical device company dedicated to less-invasive therapies		
Portfolio of 15,000 products, many with market leading positions		
The TAXUS $^{\circledR}$ drug eluting stent has been the most successfully launched product in the history of the industry		
Corporate HQ: Natick, MA		
Regional HQs: Singapore, Paris, Tokyo		
Website: www.bostonscientific.com		
Product Innovation:		
9,000+ Patents issued		
\$569 Million invested in R&D (04)		
\$1.2 Billion in 22 Investments (04)		
Financials:		

	\$5.6 Billion Revenue (04)
	27.5% CAGR* (01- 04)
	\$1.4 Billion Net Income (04)
	NYSE: BSX
Dem	nographics:
	19,500+ Employees
	Direct marketing & sales in more than 40 countries
	16 Primary manufacturing locations in U.S., Ireland & Costa Rica
	* Compound Annual Growth Ra
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A strong management team is leading Boston Scientific through its next phase of growth

James R. Tobin Paul LaViolette
[GRAPHIC] President and Chief Executive Officer [GRAPHIC] Chief Operating Officer

Executive Committee

Lawrence C. Best Executive Vice President for Finance and Administration, and Chief Financial Officer

Brian R. Burns Senior Vice President, Quality

Fred A. Colen Executive Vice President & Chief Technology Officer

Paul Donovan Senior Vice President, Corporate Communications

Jim Gilbert Senior Vice President

Jeff H. Goodman Senior Vice President, and President of International

Stephen F. Moreci Senior Vice President & Group President, Endosurgery

Ken Pucel Senior Vice President, Operations

Lucia L. Quinn Senior Vice President, Human Resources

Dr. Mary E. Russell, MD, FACC Senior Vice President, Clinical and Regulatory, and Chief Medical Officer

Paul W. Sandman Executive Vice President, Secretary and General Counsel

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Boston Scientific is organized into three major groups and eleven distinct businesses

[LOGO]

Groups	Cardio	ovascular	Endos	urgery	Neuromodu	ılation
	Neurovascular	Electrophysiology	Endoscopy	Oncology	Pain Management	Auditory
	Interventional Cardiology		Urology			
Businesses	Peripheral		Gynecology			
	Interventions					
		scular				
	Su	ırgery				

International Sales & Marketing

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Strategic Priorities
A. Accelerate profitable base-business growth.
B. Invest to expand DES market and fortify global leadership
C. Deliver on game changer products & markets
D. Build new scale beyond catheter/stent platforms: CRM and others.
E. Continuously improve an efficient, effective organization
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Boston Scientific products help treat a broad range of medical conditions throughout the body

NEUROMODULATION NEUROVASCULAR

PERIPHERAL VASCULAR ELECTROPHYSIOLOGY

VASCULAR SURGERY [GRAPHIC] CARDIOVASCULAR

ONCOLOGY GYNECOLOGY

ENDOSCOPY UROLOGY

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Over 25 years of Innovation has led to a broad portfolio of more than 15,000 products

Sampling of Boston Scientific s Product Portfolio

[GRAPHIC] Detachable Coils	[GRAPHIC] Balloons	[GRAPHIC] Grafts	[GRAPHIC] Enteral Feeding	[GRAPHIC] Ablation
[GRAPHIC] Cardiac Mapping	[GRAPHIC] Embolics	[GRAPHIC] Stents	[GRAPHIC] Stone Retrieval	[GRAPHIC] Embolic Protection
[GRAPHIC] Biopsy Systems	[GRAPHIC] Peripheral Dilatation	[GRAPHIC] Ureteral Stents	[GRAPHIC] Catheters / Guidewires	[GRAPHIC] Neuro-stimulation

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We Achieve Global Leadership in our Key Markets		
Interventional Cardiology		
[CHART]		
90%+ of sales from market leading products		
Represents 73% of BSC total business		
Endosurgery		
(Endoscopy, Oncology, Urology, Gynecology)		
[CHART]		
75% of sales from market leading products		
Represents 19% of BSC total business		
Q4 2004; Source: company results, analyst reports, MRG reporting		
Includes vascular sealing and embolic protection		
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11		

The Neuromodulation group was formed in 2004 and represents an exciting growth opportunity for it				
N 7	11.0			
Neu	romodulation Group			
Rev	enue by Business			
			[CHA]	RTJ
		2004 2005 est.	\$ \$	46 Million 146 Million
Med	lical Conditions			
	Chronic Pain			
	Neurological Disorders			
	Hearing Loss/Deafness			
	Migraine Headaches			
Solu	tions			
	Neurostimulation			
	Cochlear Implants			
	Spinal Cord Stimulators			
	Microstimulators			

[GRAPHIC]

Precision® Spinal Cord Stimulator

[LOGO] The Neuromodulation Group was formed through the acquisition of Advanced Bionics in 2004.

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[GRAPHIC]

Accelerate profitable base-business growth

Accelerate profitable base-business growth. Growth in existing markets

[GRAPHIC] [GRAPHIC] Pain Management

Drug-Eluting Stents [GRAPHIC]

Auditory **Neurovascular Stents**

[GRAPHIC] [GRAPHIC] [GRAPHIC] **Endoscopy** Women s Health **Endourology**

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[GRAPHIC]

[GRAPHIC]

Invest to expand DES market and fortify global leadership

DES Pipeline [GRAPHIC] Apex Balloon Catheter Radical Advances [GRAPHIC] TAXUS® Barracuda Stent New stent material- thin struts w/o compromise Apex -based delivery [GRAPHIC] Long-term DES GLP studies underway FIM Planned for 06 [GRAPHIC] TAXUS® PetalTM Bifurcation Stent Barracuda & Apex Technology Design optimization & pre-clinical studies underway [GRAPHIC] Not Available for Sale in the U.S.

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[GRAPHIC]

Deliver on game changer products & markets

Robust Product Pipeline

Product Priorities that may shape our future

[GRAPHIC] Cardiac Rhythm Management (CRM) Cameron Health Cardioverter Defibrillator(1)	[GRAPHIC] Carotid Stenting and Embolic Protection EndoTex NexStent (1) Wallstent® (2)	[GRAPHIC] Endovascular Aortic Repair (EVAR) TriVascularAAA Stent Graft (1)	[GRAPHIC] Next-Generation Drug-Eluting Stents TAXUS® Liberté (2)
[GRAPHIC]	[GRAPHIC]	[GRAPHIC]	[GRAPHIC]
Single-Use	Bifurcated Stents	Pain	Pain
Endoscope		Management	Management
Endovations (1)	Petal Stent (1)	Precision Spinal Cord	bion Microstimulator (1)
,	`,	Stimulation System	`,
Endoscopy Suite			

⁽¹⁾ CAUTION: Investigational device. Limited by Federal law to investigational use.

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⁽²⁾ Not available for sale in the United States.

[GRAPHIC]

Build new scale beyond catheter/stent platforms: CRM and others.

CRM Market Why we like it!

[CHART]

	Forecasted 06 08 CAGR
Total	12%
ICDs	10%
CRT-Ds	23%
Pacemakers	3%

Source: Wall Street Research.

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Guidant Acquisition	
Consistent with BSC Strategy	
Long-term interest in CRM	
DES Alternative	
Diversification and Growth	
[GRAPHIC]	[GRAPHIC]
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Achieving Enhanced Diversification and Higher Growth

Boston Scientific Sales Breakdown	Combined Pro Forma Sales Breakdown
[CHART]	[CHART]

Preeminent pure play in medical devices

Source: BSC Management estimates. Figures shown assume 2006 full year of combined operation, adjusted for planned Guidant asset divestitures.

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Key Value Drivers		
CRM Market Position Recovery Goals		
[GRAPHIC]		
[CHART]		
Source: Company estimates.		
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Key Value Drivers

Growth Through DES Platform Diversification

[GRAPHIC] [GRAPHIC]

TAXUS position
Pipeline
Primary program

Immediate access
Differentiated platforms
Olimus alternative

TECHNOLOGY PORTFOLIO

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Creating a	Global I	Leader in	Cardiovascul	lar Devices
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2006 Est. Cardiovascular Device Sales

[CHART]

Note: BSC-Guidant based on Wall Street Case and Company estimates, reflecting full year of combined operation adjusted for planned Guidant asset divestitures. All others based on Wall Street Research.

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[GRAPHIC]

Continuously improve an efficient and effective organization

Current Initiatives that drive continuous improvements

Project Horizon
[GRAPHIC]
E-Manufacturing
[GRAPHIC]
STRIVE
[GRAPHIC]
Japan Restructuring
[GRAPHIC]
Lean Product Development Proc
[GRAPHIC]
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Boston	Scientific	Invests in	the	Communities
Where	We Worl	x and Live		

[GRAPHIC]
As Boston Scientific has grown, so has our commitment to giving back to the communities where we work and live
Through the Boston Scientific Foundation, we support organizations and causes that support individuals and communities by promoting improvements in two critical areas health and education
Since its inception in 2002, the Foundation has donated approximately \$4 million in grants to more than 150 charitable organizations
Annually, Boston Scientific contributes more than \$25 million towards research, education and local communities

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We continue to organize and participate in numerous volunteer programs at Boston Scientific sites worldwide

Where else would we rather be?	
Growth	
[CHART]	
Guidant	
[CHART]	
Size and Shape	
[CHART]	
Future Technologies	
[GRAPHIC]	
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[GRAPHIC]

Thank you.