

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

CELSION CORPORATION
(Name of Issuer)

Common Stock, \$0.01 Par Value
(Title of Class of Securities)

15117N107
(CUSIP Number)

January 21, 2003
(Date of Event Which Requires Filing of this Statement)

Lawrence J. Knopf
Boston Scientific Corporation
One Boston Scientific Place
Natick, MA 01760-1537
Telephone: (508) 650-8567
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

Copy to:
Peter D. Lyons, Esq.
Shearman & Sterling
599 Lexington Avenue
New York, New York 10022
Telephone: (212) 848-4000

Check the appropriate box to designate the rule pursuant to
which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed
to be "filed" for the purpose of Section 18 of the Securities Exchange Act of
1934 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

CUSIP No. 15117N107

- (1) Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Boston Scientific Corporation
- (2) Check the Appropriate Box if a Member of Group (See Instructions)
- (a)
 (b)
- (3) SEC Use Only
- (4) Citizenship or Place of Organization Delaware
- | | | | |
|--|-----|--------------------------|-----------|
| Number of Shares Beneficially Owned by Each Reporting Person | (5) | Sole Voting Power | 9,375,354 |
| | (6) | Shared Voting Power | 0 |
| | (7) | Sole Dispositive Power | 9,375,354 |
| | (8) | Shared Dispositive Power | 0 |

With

(9) Aggregate Amount Beneficially Owned by Each Reporting Person 9,375,354

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

(11) Percent of Class Represented by Amount in Row (9)*
9.2%

(12) Type of Reporting Person (See Instructions) CO

* This percentage is based on 101,687,922 shares of Common Stock outstanding as of January 20, 2003.

Item 1. Issuer

- (a) Name of Issuer: Celsion Corporation
- (b) Address of Issuer's Principal Executive Offices: 10220-I Old Columbia Road, Columbia, MD 21046-1705

Item 2. Person Filing

- (a) Name of Person Filing: Boston Scientific Corporation.
- (b) Address of Principal Business Office: One Boston Scientific Place, Natick, MA 01760-1537.
- (c) Citizenship: Not applicable.
- (d) Title of Class of Securities: Common Stock, \$0.01 par value.
- (e) CUSIP Number: 15117N107

Item 3. This statement is filed pursuant to 240.13d-1(c).

Item 4. Ownership

- (a) Amount Beneficially Owned: 9,375,354
- (b) Percent of class: 9.2%
- (c) Number of shares as to which such person has:
 - i. Sole power to vote or to direct the vote: 9,375,354
 - ii. Shared power to vote or to direct the vote: 0
 - iii. Sole power to dispose or direct the disposition of:
9,375,354
 - iv. Shared power to dispose or to direct the disposition: 0

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification if Statement Filed Pursuant to Rule 13d-1(c)

(a) Not applicable.

(b) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 31, 2003

BOSTON SCIENTIFIC CORPORATION

By: /s/ Lawrence J. Knopf

Name: Lawrence J. Knopf
Title: Vice President and
Assistant General Counsel