

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

BOSTON PROPERTIES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

04-2473675

(State of incorporation or organization)

(I.R.S. Employer Identification No.)

8 ARLINGTON STREET, BOSTON, MASSACHUSETTS 02116

(Address of principal executive offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Class to be so registered -----	Name of each exchange on which each class is to be registered -----
COMMON STOCK, \$.01 PAR VALUE	NEW YORK STOCK EXCHANGE

Securities to be registered pursuant to Section 12(g) of the Act:

NONE

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered

A description of the Common Stock of the Registrant is set forth in the Prospectus that constitutes part of the Form S-11 Registration Statement of the Registrant, filed under the Securities Act of 1933 with the Securities and Exchange Commission on April 16, 1997, Registration No. 333-25279, as amended and including all exhibits thereto (the "Registration Statement"), which is incorporated herein by reference for all purposes.

Item 2. Exhibits

The securities described herein are to be registered on the New York Stock Exchange, on which no other securities of the Registrant are registered. Accordingly, the following exhibits, required in accordance with Part II to the Instructions as to Exhibits on Form 8-A, have been duly filed with the New York Stock Exchange:

- (1) The Registration Statement
- (2) Amended and Restated Certificate of Incorporation of Registrant
- (3) Amended and Restated Bylaws of Registrant
- (4) Specimen of Registrant's Common Stock certificate

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Boston Properties, Inc.

By: /s/William J. Wedge

William J. Wedge
Senior Vice President

June 12, 1997