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

SCHEDULE 13G

Under	the	Securities	Exchange	Act	of	1934
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(Amendment No. 1)\*

Boston Properties, Inc -----(Name of Issuer)

Common Stock

(Title of Class of Securities)

101121101 ------(CUSIP Number)

Date of Event which Requires Filing of this Statement

December 31, 2008

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

[X] 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 the disclosures provided in prior coverage.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose 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).

SEC 1745 (12-02)

REPORTING

PERSON

WITH

Schedule 13G (continued)

Schedule 13G (cor CUSIP No. 1011211	,		
	EPORTING PERSON R.S. IDENTIFICATION NO. OF AB	OVE PERSON	
Cohen & St	teers, Inc. 14-1904657		
2 CHECK THE	APPROPRIATE BOX IF A MEMBER O	(a) (b)	[ ] [x]
3 SEC USE ON			
4 CITIZENSHI Delaware	IP OR PLACE OF ORGANIZATION		
NUMBER OF SHARES BENEFICIALLY	5 SOLE VOTING POWER 6,449,706		
OWNED BY EACH			

7 SOLE DISPOSITIVE POWER

7,219,421

\_\_\_\_\_\_

		8 S		)ISP0SIT	IVE POW	IER					
9	AGGREGATE	AMOUNT	BENEFIC	CIALLY 0	WNED BY	EACH I	REPORTING	PERS	ON		
	7,219,421										
10	CHECK BOX	IF THE	AGGREGA	TE AMOU	INT IN R	ROW (9)	EXCLUDES	S CERT	AIN	SHARES*	
11	PERCENT OF	CLASS	REPRESE	NTED BY	' AMOUNT	IN RO	V (9)				
	5.98%										
12	TYPE OF RE	PORTING	PERSON	1*							
	HC, CO										
		*SE	E INSTR	RUCTIONS	BEFORE	FILLI	NG OUT				
Schadu	le 13G (con	tinued)									
	No. 1011211										
1	NAME OF RE S.S. OR I.				10. OF A	BOVE PI	ERSON				
	Cohen & St	eers Ca	pital M	1anageme	ent, Inc	. :	13-335333	36			
2	CHECK THE	APPR0PR	RIATE BO	X IF A	MEMBER	OF A GI	ROUP*	(a)		1	
								(b)			
3	SEC USE ON	LY									
4	CITIZENSHI	P OR PL	ACE OF	ORGANIZ	ATION						
	New York										
NUM S	BER OF HARES	5 S	OLE V01 5,426,97	ING POW	IER						
BENEFICIALLY OWNED BY											
REP	EACH ORTING	0	) 								
PERSON WITH		OLE DIS ,184,03	32								
	0	)	)ISPOSIT	IVE POW	IER						
9	AGGREGATE										
	7,184,032										
10	CHECK BOX	IF THE							AIN	SHARES*	
 11	PERCENT OF										
	5.95%										
12	TYPE OF RE	PORTING	PERSON								
	IA, CO										
		*05	E TNOTE								

COHER & Steers Europe S.A.  2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) [] (b) [x]  3) SEC USE ONLY  4) CITIZENSHIP OR PLACE OF ORGANIZATION  Belgium  NUMBER 5) SOLE VOTING POWER OF COMMED BY 22,732  BENEFICIALLY 6) SHARED VOTING POWER OWNED BY 6  EACH REPORTING 7) SOLE DISPOSITIVE POWER PERSON 35,389  WITH 8) SHARED DISPOSITIVE POWER PERSON 35,389  10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []  11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0.03%  12) TYPE OF REPORTING PERSON  IA, CO  *SEE INSTRUCTIONS BEFORE FILLING OUT!  ITEM 1.  (a) Name of Issuer: Boston Properties, Inc (b) Address of Issuer's Principal Executive Offices: Prudential Center, 808 Boylston Street, Suite 1990 Boston, Massachusetts 02199-8103  ITEM 2.  (a) Name of Persons Filing: Cohen & Steers, Inc. Cohen & Steers Capital Management, Inc. The principal address for Cohen & Steers, Inc. and Cohen & Steers Capital Management, Inc. is: 280 Park Avenue 10th Floor New York, NY 19017  The principal address for Cohen & Steers Europe S.A. is: Chausee de la Huipe 116, 1179 Brussels, Belgium (c) Citizenship: Cohen & Steers, Inc. Delaware corporation	1)	S.S. OR	REPORTING PERSON  I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  Steers Furge S.A.
(a) [ ] (b) [x]  3) SEC USE ONLY  4) CITIZENSHIP OR PLACE OF ORGANIZATION  Belgium  NUMBER 5) SOLE VOTING POWER OF 22,732  SHARES BENEFICIALLY 6) SHARED VOTING POWER OMNED BY 0  EACH REPORTING 7) SOLE DISPOSITIVE POWER PERSON 35,889  WITH 8) SHARED DISPOSITIVE POWER 0  9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 35,389  10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.03%  12) TYPE OF REPORTING PERSON IA, CO  *SEE INSTRUCTIONS BEFORE FILLING OUT!  Item 1.  (a) Name of Issuer: Boston Properties, Inc (b) Address of Issuer's Principal Executive Offices: Prudential Center, 808 Boylston Street, Suite 1908 Boston, Massachusetts 02199-8103  Item 2.  (a) Name of Persons Filing: Cohen & Steers Europe S.A. (b) Address of Principal Business Office: The principal address for Cohen & Steers, Inc. and Cohen & Steers Capital Management, Inc. 1st. 289 Park Avenue 10th Floor New York, NY 19017  The principal address for Cohen & Steers Europe S.A. is: Chausee de la Hulpe 116, 1170 Brussels, Belgium (c) Citizenship:			
3) SEC USE ONLY  4) CITIZENSHIP OR PLACE OF ORGANIZATION Belgium  NUMBER 5) SOLE VOTING POWER OF 22,732 SHARES BENEFICIALLY 6) SHARED VOTING POWER OWNED BY 9 EACH REPORTING 7) SOLE DISPOSITIVE POWER PERSON 35,389  WITH 8) SHARED DISPOSITIVE POWER 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 35,389  18) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []  11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.03%  12) TYPE OF REPORTING PERSON IA, CO  *SEE INSTRUCTIONS BEFORE FILLING OUT!  Item 1.  (a) Name of Issuer: BOSTON Properties, Inc (b) Address of Issuer's Principal Executive Offices: Prudential Center, 800 Boylston Street, Suite 1900 BOSTON, MASSACHUSELTS 02199-8103  ITEM 2.  (a) Name of Persons Filing: Cohen & Steers Capital Management, Inc. Cohen & Steers Capital Management, Inc. Cohen & Steers Europe S.A. (b) Address of Principal Business office: The principal address for Cohen & Steers, Inc. and Cohen & Steers Capital Management, Inc. 1s: 280 Park Avenue 18th Floor New York, NY 10017  The principal address for Cohen & Steers Europe S.A. is: Chause de la Hulpe 116, 1170 Brussels, Belgium (c) Citizenship:	2)	CHECK TH	(a) [ ] (b) [x]
### ADDRESS OF PLACE OF ORGANIZATION  ### Belgium    NUMBER	3)	SEC USE	
NUMBER 5) SOLE VOTING POWER OF 22,732 SHARES BENEFICIALLY 6) SHARED VOTING POWER OWNED BY 0 EACH REPORTING 7) SOLE DISPOSITIVE POWER PERSON 35,389 WITH 8) SHARED DISPOSITIVE POWER 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 35,389 10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] 11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.03% 12) TYPE OF REPORTING PERSON IA, CO  *SEE INSTRUCTIONS BEFORE FILLING OUT!  Item 1. (a) Name of Issuer: Boston Properties, Inc (b) Address of Issuer's Principal Executive Offices: Prudential Center, 800 Boylston Street, Suite 1900 Boston, Massachusetts 02199-8103  Item 2.  (a) Name of Persons Filing: Cohen & Steers Capital Management, Inc. Cohen & Steers Capital Management, Inc. Cohen & Steers Europe S.A. (b) Address of Principal Business Office: The principal address for Cohen & Steers, Inc. and Cohen & Steers Capital Management, Inc. is: 280 Park Avenue 10th Floor New York, NY 10017 The principal address for Cohen & Steers Europe S.A. is: Chausee de la Hulpe 116, 1170 Brussels, Belgium (c) Citizenship:	 4)	CITIZENS	
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BENEFICIALLY 6 SHARED VOTING POWER 0 ONNED BY 0 EACH PERSON 35,389 WITH 8) SHARED DISPOSITIVE POWER 9 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 35,389 10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ] 11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.03% 12) TYPE OF REPORTING PERSON 1A, CO **SEE INSTRUCTIONS BEFORE FILLING OUT!  Item 1.  (a) Name of Issuer:  Boston Properties, Inc  (b) Address of Issuer's Principal Executive Offices:  Prudential Center, 800 Boylston Street, Suite 1900 Boston, Massachusetts 02199-8103  Item 2.  (a) Name of Persons Filing:  Cohen & Steers, Inc. Cohen & Steers Capital Management, Inc. Cohen & Steers Europe S.A.  (b) Address of Frincipal Business Office:  The principal address for Cohen & Steers, Inc. and Cohen & Steers Capital Management, Inc. 280 Park Avenue 19th Floor New York, NY 10017  The principal address for Cohen & Steers Europe S.A. is: Chausee de la Hulpe 116, 1170 Brussels, Belgium (c) citizenship:	0F		5) SOLE VOTING POWER 22,732
PEPORTING 7) SOLE DISPOSITIVE POWER PERSON 35,389 WITH 8) SHARED DISPOSITIVE POWER 0 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 35,389 10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] 11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.03% 12) TYPE OF REPORTING PERSON IA, CO  *SEE INSTRUCTIONS BEFORE FILLING OUT!  Item 1.  (a) Name of Issuer: Boston Properties, Inc (b) Address of Issuer's Principal Executive Offices: Prudential Center, 800 Boylston Street, Suite 1900 Boston, Massachusetts 02199-8103  Item 2.  (a) Name of Persons Filing: Cohen & Steers, Inc. Cohen & Steers Capital Management, Inc. Cohen & Steers Lurope S.A. (b) Address of Principal Business Office: The principal address for Cohen & Steers, Inc. and Cohen & Steers Capital Management, Inc. is: 280 Park Avenue 10th Floor New York, NY 10017 The principal address for Cohen & Steers Europe S.A. is: Chausee de la Hulpe 116, 1170 Brussels, Belgium (c) Citizenship:		BENEFICI OWNED BY	ALLY 6) SHARED VOTING POWER 0
8) SHARED DISPOSITIVE POWER 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 35,389 10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [] 11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.03% 12) TYPE OF REPORTING PERSON IA, CO  *SEE INSTRUCTIONS BEFORE FILLING OUT!  Item 1.  (a) Name of Issuer: Boston Properties, Inc (b) Address of Issuer's Principal Executive Offices: Prudential Center, 800 Boylston Street, Suite 1900 Boston, Massachusetts 02199-8103  Item 2.  (a) Name of Persons Filing: Cohen & Steers, Inc. Cohen & Steers Capital Management, Inc. Cohen & Steers Europe S.A. (b) Address of Principal Business Office: The principal address for Cohen & Steers, Inc. and Cohen & Steers Capital Management, Inc. is: 280 Park Avenue 10th Floor New York, NY 10017 The principal address for Cohen & Steers Europe S.A. is: Chausee de la Hulpe 116, 1170 Brussels, Belgium (c) Citizenship:		REPORTIN PERSON	G 7) SOLE DISPOSITIVE POWER 35,389
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Boston, Massachusetts 02199-8103  Item 2.  (a) Name of Persons Filing:		(b)	Address of Issuer's Principal Executive Offices:
<ul> <li>(a) Name of Persons Filing:         Cohen &amp; Steers, Inc.         Cohen &amp; Steers Capital Management, Inc.         Cohen &amp; Steers Europe S.A.</li> <li>(b) Address of Principal Business Office:         The principal address for Cohen &amp; Steers, Inc. and Cohen &amp; Steers Capital Management, Inc. is:         280 Park Avenue         10th Floor         New York, NY 10017          The principal address for Cohen &amp; Steers Europe S.A. is:         Chausee de la Hulpe 116,         1170 Brussels, Belgium</li> <li>(c) Citizenship:</li> </ul>			
Cohen & Steers, Inc. Cohen & Steers Capital Management, Inc. Cohen & Steers Europe S.A.  (b) Address of Principal Business Office: The principal address for Cohen & Steers, Inc. and Cohen & Steers Capital Management, Inc. is: 280 Park Avenue 10th Floor New York, NY 10017  The principal address for Cohen & Steers Europe S.A. is: Chausee de la Hulpe 116, 1170 Brussels, Belgium  (c) Citizenship:	Ite	m 2.	
<ul> <li>(b) Address of Principal Business Office:</li></ul>		(a)	Cohen & Steers, Inc. Cohen & Steers Capital Management, Inc.
Chausee de la Hulpe 116, 1170 Brussels, Belgium (c) Citizenship:		(b)	Address of Principal Business Office: The principal address for Cohen & Steers, Inc. and Cohen & Steers Capital Management, Inc. is: 280 Park Avenue 10th Floor
		(c)	Chausee de la Hulpe 116, 1170 Brussels, Belgium Citizenship:

Cohen & Steers Capital Management, Inc: New York corporation Cohen & Steers Europe S.A.: Belgium limited company

- Title of Class Securities: (d)
  - Commmon

(6)	COSIL	Mullipet
	1011	121101

Item 3.	If this statement is filed pursuant to Rule 13d-1(b), or	
	13d-2(b), check whether the person filing is a	

- [ ] Broker or Dealer registered under Section 15 of the Act
- [ ] Bank as defined in Section 3(a)(6) of the Act (b)
- Insurance Company as defined in section 3(a)(19) of (c) the Act
- (d) [ ] Investment Company registered under Section 8 of the Investment Company Act
- (e) [x] An investment advisor in accordance with Section 240.13d-1(b)(1)(ii)(E)
- An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F)
- [x] A parent holding company or control person in accordance (g) with Section 240.13d-1(b)(1)(ii)(G)
- $[\ ]$  A savings association as defined in Section 3(b) of the (h) Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3)
- (j) [ ] Group, in accordance with Section 240.13d-1(b)(1)(ii)(J)

#### OWNERSHIP: Item 4.

(a) Amount Beneficially Owned as of December 31, 2008:

See row 9 on cover sheet

(b) Percent of Class:

See row 11 on cover sheet

- (c) Number of shares as to which such person has:
  - sole power to vote or direct the vote: (i) See row 5 on cover sheet
  - (ii) shared power to vote or direct the vote: See row 6 on cover sheet
  - (iii) sole power to dispose or to direct the disposition of: See row 7 on cover sheet
  - (iv) shared power to dispose or direct the disposition of: See row 8 on cover sheet
- OWNERSHIP OF 5% OR LESS OF A CLASS Item 5. N/A
- OWNERSHIP OF MORE THAN 5% ON BEHALF OF ANOTHER PERSON Ttem 6.
- Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Cohen & Steers, Inc. holds a 100% interest in Cohen & Steers Capital Management, Inc., an investment advisor registered under Section 203 of the Investment Advisers Act. Cohen & Steers, Inc. and Cohen & Steers Capital Management, Inc. together hold a 100% interest in Cohen & Steers Europe S.A., an investment advisor registered under Section 203 of the Investment Advisers Act.

### Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Cohen & Steers, Inc. holds a 100% interest in Cohen & Steers Capital Management, Inc., an investment advisor registered under Section 203 of the Investment Advisers Act. Cohen & Steers, Inc. and Cohen & Steers Capital Management, Inc. together hold a 100% interest in Cohen & Steers Europe S.A., an investment advisor registered under Section 203 of the Investment Advisers Act.

#### Item 9. NOTICE OF DISSOLUTION OF GROUP

N/A

## Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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 such securities and were not acquired and are not held in connection with or as a participant in any transaction having that purposes 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: February 14, 2009

Cohen & Steers, Inc. Cohen & Steers Capital Management, Inc. By:

/s/ Lisa Phelan

Signature

Lisa Phelan, Senior Vice President, Chief Compliance Officer Cohen & Steers, Inc. Cohen & Steers Capital Management, Inc.

Name and Title

Cohen & Steers Europe S.A. By:

/s/ Joseph Houlihan

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Signature

Joseph Houlihan, Managing Director Cohen & Steers Europe S.A.

Name and Title

# JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them of a Statement on Schedule 13G including amendments thereto) with respect to the Common Shares of Boston Properties, In and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 14, 2009.

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Cohen & Steers, Inc.
Cohen & Steers Capital Management, Inc.
By:

/s/ Lisa Phelan

Signature

Lisa Phelan, Senior Vice President,
Chief Compliance Officer
Cohen & Steers, Inc.
Cohen & Steers Capital Management, Inc.

Name and Title

Cohen & Steers Europe S.A.
By:

/s/ Joseph Houlihan

Signature

Joseph Houlihan, Managing Director
Cohen & Steers Europe S.A.
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Name and Title