FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

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

OMB Number: 3235-0287

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

 Name and Address of Reporting Person* Issuer Name and Ticker or Trading Symbol 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) **Boston Properties, Inc./BXP** X Director Landis Alan B 10% Owner I.R.S. Identification Number Officer (give title below) Other (specify below) (Last) (First) (Middle) 4. Statement for of Reporting Person, Month/Day/Year April 30, 2003 c/o The Landis Group if an entity (voluntary) 745 Fifth Avenue (Street) 5. If Amendment, 7. Individual or Joint/Group Filing (Check Applicable Line) Date of Original X Form filed by One Reporting Person New York, NY 10151 Form filed by More than One Reporting Person (Month/Day/Year) (City) (State) (Zip) Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security 2. Trans-2A. Deemed 3. Trans-4. Securities Acquired (A) or Disposed of (D) 5. Amount of 6. Owner-7. Nature of Indirect ship Form: Beneficial Ownership action Code (Instr. 3, 4 & 5) Securities (Instr. 3) action Execution Date Date, Instr. 8) Beneficially Direct (D) Instr. 4) (Month/ Day if any Code ν Amount (A) Price Owned Followor Indirect (I) Year) (Month/Day/ ing Reported Transactions(s) (Instr. 4) or Year) (Instr. 3 & 4) (D)

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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2. Conver-	3.	3A.	4.		5. Number of Derivative		6. Date		7. Title and Amount		8. Price of	9. Number of	10.	11. Nature
sion or	Trans-	Deemed	Trans	-	Securities Acquired	Exercisa	risable of Underlying		ying	Derivative	Derivative	Owner-	of Indirect	
Exercise	action	Execution	actior	1	visposed of (D)		and Expiration		Securities		Security	Securities	ship	Beneficial
Price of	Date	Date,	Code				Date		(Instr. 3 &	(4)	(Instr. 5)	Beneficially	Form	Ownership
Derivative		if any			(Instr. 3, 4 & 5)		(Month/Day/		ľ.		r í	Owned	of	(Instr. 4)
Security	L, L	È .	(Instr.				Year)					Following	Deriv-	r í l
			8)									Reported	ative	
	l'ear)	(cur)	ľ									Transaction(s)	Security:	
			Code	V	(A)	(D)	Date	Expira-	Title	Amount	-	(Instr. 4)	Direct	
				$\left \cdot \right $	(11)							r í	(D)	
													or	
							cibabic	Duite		of			Indirect	
										Shares			(I)	
													(Instr. 4)	
1-for-1	<u>(1)</u>		A	Π	81.61		<u>.(1)</u>	<u>(1)</u>	Common	81.61		İ	D	
									Stock					
	sion or Exercise Price of Derivative Security	sion or Trans- Exercise action Price of Date Derivative Security (Month/ Day/ Year)	sion or Trans- Deemed Exercise action Execution Price of Date Date, Derivative if any Security (Month/ Day/ Year) Year)	sion or Trans-Deemed Trans Exercise action Execution action Price of Date Date, Code Derivative if any Security (Month/ (Month/ Day/ Year) Year) 8) Code	sion or Trans- Deemed Trans- Exercise action Execution action Price of Date Date, Code Derivative if any Security (Month/ (Month/ Day/ Day/ Year) Year) 8) Code V	sion or Trans- Deemed Trans- Securities Acquired Exercise action Execution action Disposed of (D) Price of Date Date, if any Security (Month/ (Month/ Day/ Pear) Year) (Instr. 8) Code (Instr. 3, 4 & 5) Code V (A)	sion or Trans- Deemed Trans- Exercise action Execution action Disposed of (D) Price of Date Date, if any Security (Month/ (Month/ Day/ Year) Day Year) (Instr. B) Code V (A) (D)	sion or Trans- Deemed Trans- Exercise action Execution action Disposed of (D) Date Date Date, if any Security (Month/ Month/ Day/ Year) 400 (Instr. 3, 4 & 5) (Month/ Day/ Year) 400 (Instr. 3) (A & 5) (Date Code Code Code Code Code Code Code Cod	sion or Exercise action Execution action Price of Date Date, Derivative Security (Month/ Day/ Year) Year) (Month/ Day/ Year) Action Date Code Instr. 3, 4 & 5) (Month/ Day/ Year) (Month/ Day) (Month/ Year) (Month/ Year	sion or Exercise Price of Derivative Security 1-for-1 (1) Month/Line Demend Trans- Deemed Trans- Deemed Trans- Deemed Trans- Securities Securities Disposed of (D) Disposed of	sion or Exercise Price of Derivative Security Month/ Month/ Day/ Year) 1-for-1 (1) Month (1) Month	sion or Exercise Price of Date Date Date Date Date Month/ Day/ Year) 1-for-1 (1) Month (1) Month (1) Date Date Date Date Date Date Date Date Date Date Date Date Date Date Date Date Date Code Numbr/ Day/ Year) A A A A A A A A A A A A A	sion or Exercise Price of Date Date Date Date Month/ Month/ Day/ Year) 1-for-1 (1) (1) (1) (1) (1) (1) (1) (1) (1) (1	sion or Exercise action Execution action Date Date, Date Date, Day Year) A A State State Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) Disposed of (D) Date and Expiration Date Date, Instr. 3, 4 & 5) Date (Month/Day/Year) A A State State Acquired (A) or Derivative Securities (Instr. 3, 4 & 5) Date (Month/Year) Year) A A State Acquired (A) or Derivative Securities (Instr. 3, 4 & 5) Date (Instr. 3, 4 & 5) Date (Month/Year) Year) A A State Acquired (A) or Derivative Securities (Instr. 3, 4 & 5) Date (Instr. 4) Direct (Instr. 4) Date (Instr. 4) Direct (Instr. 4) Direct (Instr. 4) Direct (Instr. 4) Direct (Instr. 4) Date (Instr.

Explanation of Responses:

(1) Acquired as quarterly dividends on April 30, 2003. The rights were granted as a component of the Phantom Stock Units that were awarded to non-employee directors who elected to receive Phantom Stock Units in lieu of director compensation fees. The Phantom Stock Units are to be settled in shares of Common Stock upon Mr. Landis's retirement from the Boston Properties Board of Directors.

> By: /s/ Kelli A. DiLuglio Attorney-in-fact **Signature of Reporting Person

5/2/03 Date

**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.

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OMB APPROVAL

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