

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A/A

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

BOSTON PROPERTIES, INC.

(Exact name of registrant as specified in charter)

DELAWARE

(State or other jurisdiction
of incorporation)

04-2473675

(IRS 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 each class to be so registered -----	Name of each exchange on which each class is to be registered -----
PREFERRED STOCK PURCHASE RIGHT	NEW YORK STOCK EXCHANGE

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

NONE

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

A description of the rights to purchase Series E Junior Participating Cumulative Preferred Stock, par value \$.01 per share (the "Preferred Stock Purchase Rights") of the Registrant is set forth in the Prospectus that constitutes part of the Form S-11 Registration Statement, 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) Form of Certificate of Designation classifying and designating the Series E Junior Participating Cumulative Preferred Stock;
- (5) Form of Shareholder Rights Agreement, dated as of June __, 1997 between Boston Properties, Inc. and BankBoston, N.A., as Rights Agent;
- (6) Specimen of Registrant's Common Stock certificate, including legend describing the Rights.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to the registration statement on Form 8-A to be signed on its behalf by the undersigned, thereto duly authorized.

BOSTON PROPERTIES, INC.

Date: June 16, 1997

By: /s/ William J. Wedge

William J. Wedge
Senior Vice President