FORM 4

Common Stock, par value \$.01

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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By Trust

29,000

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* LINDE EDWARD H					r Name and Ticker <u>FON PROPE</u>					ationship of Reporting Person(s) to Issuer k all applicable) Director 10% Owner Officer (give title Character)				
	(First) N PROPERTIES, IN GTON AVENUE		3. Date 11/22/2	of Earliest Transac 2004	tion (Mo	onth/D	ay/Year)	X	Officer (give title Other (specify below) President & CEO					
(Street) BOSTON MA 02199					endment, Date of C	Original I	Filed (Month/Day/Ye	6. Indiv Line)	X Form filed by One Reporting Person				
(City)	(State)								Form filed by More than One Reporting Person					
		Table I - No	n-Deriva	ative S	ecurities Acq	uired,	Dis	posed of, o	or Bene	ficially (Owned			
1. Title of Security (Instr. 3)			2. Transa Date (Month/Da		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)	
Common Stoc	k, par value \$.01		11/22/	2004		S		1,200	D	\$59.08	1,242,471	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		2,600	D	\$59.09	1,239,871	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		8,600	D	\$59.1	1,231,271	D		
Common Stoc	k, par value \$.01		11/22/2004			S		2,100	D	\$59.11	1,229,171	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		300	D	\$59.12	1,228,871	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		4,700	D	\$59.14	1,224,171	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		7,900	D	\$59.15	1,216,271	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		1,000	D	\$59.16	1,215,271	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		200	D	\$59.17	1,215,071	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		200	D	\$59.18	1,214,871	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		100	D	\$59.19	1,214,771	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		300	D	\$59.2	1,214,471	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		200	D	\$59.21	1,214,271	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		100	D	\$59.22	1,214,171	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		400	D	\$59.23	1,213,771	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		1,100	D	\$59.24	1,212,671	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		2,000	D	\$59.25	1,210,671	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		3,200	D	\$59.26	1,207,471	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		400	D	\$59.27	1,207,071	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		600	D	\$59.28	1,206,471	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		3,700	D	\$59.29	1,202,771	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		15,800	D	\$59.3	1,186,971	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		3,700	D	\$59.31	1,183,271	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		3,700	D	\$59.32	1,179,571	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		500	D	\$59.34	1,179,071	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		2,400	D	\$59.35	1,176,671	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		3,800	D	\$59.37	1,172,871	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		100	D	\$59.38	1,172,771	D		
Common Stoc	k, par value \$.01		11/22/	2004		S		600	D	\$59.39	1,172,171	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8) Transaction Ac or of		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Employee Stock Option (right to buy)	\$25	11/22/2004		М			135,000	(1)(2)	06/23/2007 ⁽²⁾	Common Stock	135,000	\$0	0	D	
Employee Stock Option (right to buy)	\$34.375	11/22/2004		M			65,000	(3)	03/24/2008	Common Stock	65,000	\$0	935,000	D	

Explanation of Responses:

- 1. The options vested in three equal annual installments beginning on June 23, 2000.
- 2. An inadvertant error was made in the original reporting of the date of grant of these options. The options were granted on June 23, 1997.
- 3. The options vested in three equal annual installments beginning on March 24, 1999.

Remarks:

This is the second of two Forms 4 filed by the reporting person on November 23, 2004.

Kelli A. DiLuglio, as attorney-11/23/2004 in-fact

** Signature of Reporting Person

Date

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).
- ** 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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