FORM 4

to Section 16. Form 4 or Form 5

obligations may continue. See

Instruction 1(b).

Check this box if no longer subject

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB Number: 3235-0287

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OMB APPROVAL

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

								4					
 Name and Addre 	ess of Repo	rting Person*	2. Iss	suer	: Name and Ticker or Ti	rading	Symbol	6. Relationship of Reporting Person(s)					
			Bost	on l	Properties, Inc./BXP			to Issuer (Check all applicable)					
Seidenberg Ivan J								X Director 10% Owner					
(Last) (First) (Middle)			3. I.I	R.S.	Identification Number	4. 5	tatement for	Officer (give title below) Other (specify below)					
				epoi	rting Person,	Mo	nth/Day/Year						
					ity (voluntary)	- 1	rch 31, 2003		_				
1095 Avenue of the	e Americas	3			3,		•						
	(Street)						f Amendment,	7. Individual or Joint/Group Filing (Check Applicable Line)					
						Dat	e of Original	X Form filed by One Reporting	Form filed by One Reporting Person				
New York, NY 100	063						onth/Day/Year)	Form filed by More than One Reporting Person					
								-					
(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 1	Disposed of (D)	5. Amount of	6. Owner-	7. Nature of Indirect			
(Instr. 3)	action	Execution	action Co	ion Code (Instr. 3, 4 & 5)				Securities	ship Form:	Beneficial Ownership			
		Date,	(Instr. 8)					Beneficially	Direct (D)	(Instr. 4)			
	(Month/ Day/	if any	Code	V	Amount	(A)	Price	Owned Follow-	or Indirect (I)				
	Year)	(Month/Day/				or		ing Reported Transactions(s)	(Instr. 4)				
		Year)				(D)		(Instr. 3 & 4)					

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities) 1. Title of 2. Conver-3A. Number of Derivative 6. Date 7. Title and Amount 8. Price of 9. Number of 10. 11. Nature Derivative sion or Deemed Trans-Securities Acquired (A) or Exercisable of Underlying Derivative Derivative of Indirect Trans-Owner-Disposed of (D) nd Expiration | Securities Reneficial vecution Securities

Exercise	action	Execution	action	Disposed of (D)		lana Ext	manon	pecurines		Becurity	Becuriues	biiib	penenciai
Price of	Date	Date,	Code			Date		(Instr. 3 &	4)	(Instr. 5)	Beneficially	Form	Ownership
Derivative		if any	l	(Instr. 3, 4 & 5)		1	ay/				Owned	of	(Instr. 4)
Security	(Month/	(Month/	(Instr.	Year)		ir)				Following	Deriv-		
			8)								Reported	ative	
			l								Transaction(s)	Security:	
			CodelV	(A)	(D)	Date	Expira-	Title	Amount	1	(Instr. 4)	Direct	
			1 1		` ′	Exer-	tion	l				(D)	
			1 1			cisable	Date		Number			or	
			1 1				l		of			Indirect	
			1 1				l		Shares			(I)	
												(Instr. 4)	
1-for-1	3/31/03		A	514.51		<u>(1)</u>	(1)	Common	514.51	\$37.90		D	
								Stock					
	Price of Derivative Security	Price of Date Derivative Security (Month/Day/Year)	Price of Date Date, Derivative if any Security (Month/ (Month/ Day/ Day/	Price of Date Date, If any Security (Month/ Day/ Year) (Month/ Year) (Instr. Sode V	Price of Date Date, If any Security (Month/ Day/ Year) (Month/ Day/ Year) (Instr. 3, 4 & 5) Code (Instr. 3, 4 & 5) Code V (A)	Price of Derivative Security Date if any (Month/ Day/ Year) Date, if any (Month/ Day/ Year) (Instr. 3, 4 & 5) Code V (A) (D)	Price of Date Date, if any Security Code Code	Price of Derivative Security Date if any (Month/Day/Year) Month/Day/Year) Code (Instr. 3, 4 & 5) Date (Month/Day/Year) Date (Instr. 3, 4 & 5) Date (Month/Day/Year) Code V (A) (D) Date Expiration Cisable Date Date (Instr. 3, 4 & 5) Date (Instr	Price of Date Date, if any Security Security Date Date, if any Security (Month/ Day/ Year) Code V (Instr. 3, 4 & 5) Code V (A) Date (Month/Day/ Year) Date (Month/Day/ Year) Code V (Instr. 3, 4 & 5) Date (Month/Day/ Year) Code V Date Expiration cisable Date	Price of Derivative Security Date if any (Month/Day/Year) Code V (Instr. 3, 4 & 5) Code V (A) Date (Month/Day/Year) Date (Month/Day/Year) Date (Month/Day/Year) Code V (Instr. 3, 4 & 5) Code V (A) Date (Month/Day/Year) Date (Month/Day/Year) Title Amount or Number of Shares 1-for-1 3/31/03 A 514.51 (1) Common 514.51	Price of Derivative Security Date Derivative Security Date Derivative Security Date Derivative Security Date Derivative Day/ Year) Date Derivative Security Date Derivative Day/ Year) Date Day/ Year) Day/ Year) Date Day/ Year) Day/ Year) Date Day/ Year) Day/ Yea	Price of Derivative Security Date if any (Month/ Day/ Year) Code V (A) Date (Month/Day/ Year) Date (Instr. 3 & 4) Code V (A) Date Expiration or Number of Shares 1-for-1 3/31/03 A 514.51 (1) Common 514.51 \$37.90	Price of Date Derivative Security Normalized Price of Derivative Security Date Derivative Security Normalized Price of Derivative Security Normalized Price of Date if any (Month/Day/Year) Normalized Price of Date if any (Month/Day/Year) Normalized Price of Shares Date (Month/Day/Year) Normalized Price of General States of Security: (Instr. 3 & 4) Normalized Price of Shares Number of Shares

Explanation of Responses:

FORM 4 (continued)

(1) The Phantom Stock Units are awarded under the Boston Properties, Inc. 1997 Stock Option and Incentive Plan to non-employee directors who received Phantom Stock Units in lieu of director compensation fees. The Phantom Stock Units are to be settled in shares of Common Stock upon Mr. Seidenberg's retirement from the Boston Properties Board of Directors.

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

4/2/03 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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^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).