

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 4 TO FORM S-11
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933
OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES

BOSTON PROPERTIES, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS GOVERNING INSTRUMENTS)

8 ARLINGTON STREET
BOSTON, MASSACHUSETTS 02116
(617) 859-2600
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

MORTIMER B. ZUCKERMAN, CHAIRMAN
EDWARD H. LINDE, PRESIDENT AND CHIEF EXECUTIVE OFFICER
BOSTON PROPERTIES, INC.
8 ARLINGTON STREET
BOSTON, MASSACHUSETTS 02116
(617) 859-2600
(NAME AND ADDRESS OF AGENT FOR SERVICE)

COPIES TO:

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APPROXIMATE DATE OF COMMENCEMENT OF THE PROPOSED SALE OF THE SECURITIES TO THE PUBLIC: As soon as practicable after this Registration Statement becomes effective.

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT BEING REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, \$.01 par value per share.....	23,000,000 shares(1)	(2)	\$762,773,725(3)	\$0(4)

- (1) Includes up to 3,000,000 shares of Common Stock which the underwriters have the option to purchase solely to cover over-allotments, if any.
- (2) The proposed maximum offering prices per share were reported in previous filings.
- (3) This is the sum of the proposed maximum aggregate offering prices made in the original filing and amendments thereto.
- (4) The registration fee for 16,100,000 of the shares registered hereby (\$156,140) was paid in connection with the initial filing of the registration statement on December 3, 1997; the fee for 1,150,000 of such shares (\$11,312) was paid in connection with the filing of Amendment No. 2

to the registration statement on January 2, 1998; and the fee for 5,750,000 of such shares (\$57,567) was paid in connection with the filing of Amendment No. 3 to the registration statement on January 23, 1998. No additional amounts are being registered pursuant to this Amendment No.4.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

EXPLANATORY NOTE

This Amendment No. 4 is being filed for the purpose of reflecting the proposed maximum aggregate offering price of the offering with respect to all shares registered pursuant to previous filings of this Registration Statement.

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, BOSTON PROPERTIES, INC. CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-11 AND HAS DULY CAUSED THIS AMENDMENT NO. 4 TO REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF BOSTON, THE COMMONWEALTH OF MASSACHUSETTS, ON THIS 26TH DAY OF JANUARY, 1998.

Boston Properties, Inc.

/s/ Edward H. Linde

By: _____
 NAME: EDWARD H. LINDE
 TITLE: PRESIDENT AND CHIEF
 EXECUTIVE OFFICER

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS AMENDMENT TO REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

SIGNATURE	TITLE	DATE
* ----- MORTIMER B. ZUCKERMAN	Chairman of the Board of Directors	January 26, 1998
/s/ Edward H. Linde ----- EDWARD H. LINDE	President and Chief Executive Officer, Director (Principal Executive Officer)	January 26, 1998
/s/ David G. Gaw ----- DAVID G. GAW	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	January 26, 1998
* ----- ALAN J. PATRICOFF	Director	January 26, 1998
* ----- IVAN G. SEIDENBERG	Director	January 26, 1998
* ----- MARTIN TURCHIN	Director	January 26, 1998
*/s/ Edward H. Linde ----- EDWARD H. LINDE, AS ATTORNEY-IN- FACT		