SEC Form 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
LINDE EDWARD H	**BOSTON PROPERTIES INC** [BXP]	X Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/26/2004	X Officer (give title below) Other (specify below)
C/O BOSTON PROPERTIES, INC. 111 HUNTINGTON AVENUE		President & CEO
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year) 11/30/2004	6. Individual or Joint/Group Filing (Check Applicable Line)
BOSTON MA 02199		X Form filed by One Reporting Person
(City) (State) (Zip)		Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock, par value $.01	11/26/2004		M		14,000	A	$34.375	1,014,500	D	
Common Stock, par value $.01	11/26/2004		S		800	D	$60.05	1,013,700	D	
Common Stock, par value $.01	11/26/2004		S		300	D	$60.07	1,013,400	D	
Common Stock, par value $.01	11/26/2004		S		700	D	$60.08	1,012,700	D	
Common Stock, par value $.01	11/26/2004		S		400	D	$60.09	1,012,300	D	
Common Stock, par value $.01	11/26/2004		S		700	D	$60.1	1,011,600	D	
Common Stock, par value $.01	11/26/2004		S		200	D	$60.11	1,011,400	D	
Common Stock, par value $.01	11/26/2004		S		200	D	$60.14	1,011,200	D	
Common Stock, par value $.01	11/26/2004		S		100	D	$60.16	1,011,100	D	
Common Stock, par value $.01	11/26/2004		S		600	D	$60.17	1,010,500	D	
Common Stock, par value $.01	11/26/2004		S		2,600	D	$60.25	1,007,900	D	
Common Stock, par value $.01	11/26/2004		S		1,500	D	$60.26	1,006,400	D	
Common Stock, par value $.01	11/26/2004		S		1,300	D	$60.27	1,005,100	D	
Common Stock, par value $.01	11/26/2004		S		300	D	$60.28	1,004,800	D	
Common Stock, par value $.01	11/26/2004		S		100	D	$60.31	1,004,700	D	
Common Stock, par value $.01	11/26/2004		S		1,000	D	$60.44	1,003,700	D	
Common Stock, par value $.01	11/26/2004		S		500	D	$60.45	1,003,200	D	
Common Stock, par value $.01	11/26/2004		S		400	D	$60.48	1,002,800	D	
Common Stock, par value $.01	11/26/2004		S		300	D	$60.49	1,002,500	D	
Common Stock, par value $.01	11/26/2004		S		500	D	$60.5	1,002,000	D	
Common Stock, par value $.01	11/26/2004		S		500	D	$60.61	1,001,500	D	
Common Stock, par value $.01	11/26/2004		S		600	D	$60.65	1,000,900	D	
Common Stock, par value $.01	11/26/2004		S		400	D	$60.71	1,000,500	D	
Common Stock, par value $.01								29,000	I	By Trust

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)	4. Transaction Code (Instr. 8)	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) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

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)	4. Transaction Code (Instr. 8)		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) (Instr. 4)	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				
Employee Stock Option (right to buy)	$34.375	11/26/2004		M			14,000	(1)	03/24/2008	Common Stock	14,000	$0	770,100	D	

Explanation of Responses:

1. The options vested in five equal annual installments beginning on March 24, 1999.

Remarks:

This amended Form 4 reflects the correct transaction dates of November 26, 2004. The original Form 4 inadvertently reported that the transactions occurred on November 29, 2004.

Kelli A. DiLuglio, as attorney-in-fact   11/30/2004

** 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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