

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <b>LINDE DOUGLAS T</b>  (Last) (First) (Middle) <b>C/O BOSTON PROPERTIES, INC.</b> <b>111 HUNTINGTON AVENUE</b>  (Street) <b>BOSTON MA 02199</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>BOSTON PROPERTIES INC [ BXP ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>SVP &amp; CFO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/12/2004</b>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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, \$.01 par value	02/12/2004		M		40,000	A	\$25	78,621.7471	D	
Common Stock, \$.01 par value	02/12/2004		S		3,000	D	\$51.05	75,621.7471	D	
Common Stock, \$.01 par value	02/12/2004		S		1,500	D	\$51.17	74,121.7471	D	
Common Stock, \$.01 par value	02/12/2004		S		1,900	D	\$51.18	72,221.7471	D	
Common Stock, \$.01 par value	02/12/2004		S		2,000	D	\$51.2	70,221.7471	D	
Common Stock, \$.01 par value	02/12/2004		S		6,000	D	\$51.25	64,221.7471	D	
Common Stock, \$.01 par value	02/12/2004		S		1,500	D	\$51.26	62,721.7471	D	
Common Stock, \$.01 par value	02/12/2004		S		5,500	D	\$51.27	57,221.7471	D	
Common Stock, \$.01 par value	02/12/2004		S		5,600	D	\$51.28	51,621.7471	D	
Common Stock, \$.01 par value	02/12/2004		S		4,000	D	\$51.3	47,621.7471	D	
Common Stock, \$.01 par value	02/12/2004		S		2,000	D	\$51.42	45,621.7471	D	
Common Stock, \$.01 par value	02/12/2004		S		2,000	D	\$51.45	43,621.7471	D	
Common Stock, \$.01 par value	02/12/2004		S		1,000	D	\$51.47	42,621.7471	D	
Common Stock, \$.01 par value	02/12/2004		S		1,000	D	\$51.5	41,621.7471	D	
Common Stock, \$.01 par value	02/12/2004		S		1,000	D	\$51.52	40,621.7471	D	
Common Stock, \$.01 par value	02/12/2004		S		1,000	D	\$51.55	39,621.7471	D	
Common Stock, \$.01 par value	02/12/2004		S		1,000	D	\$51.58	38,621.7471 <sup>(1)</sup>	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)	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
Employee Stock Option (right to buy)	\$25	02/12/2004		M			40,000	(2)(3)	06/23/2007	Common Stock	40,000	\$0	20,000	D	

**Explanation of Responses:**

- Of this amount, 700 shares are held indirectly by Mr. Linde's wife, 2,100 shares are held indirectly by Mr. Linde's family members and 700 shares are held indirectly by a family trust.
- An inadvertent error was made in the original reporting of the date of grant of the options. The options were granted on June 23, 1997.
- The option vests in three equal annual installments beginning on June 23, 2000.

**Remarks:**

Kelli A. DiLuglio, as Attorney-  
in-Fact 02/17/2004

\*\* 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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