

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

<b>1. Name and Address of Reporting Person*</b> <u>BURKE ROBERT EDWIN</u>  (Last) (First) (Middle) <u>C/O BOSTON PROPERTIES, INC.</u> <u>111 HUNTINGTON AVENUE</u>  (Street) <u>BOSTON MA 02199</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>BOSTON PROPERTIES INC [ BXP ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>07/28/2003</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	07/28/2003		M		44,400	A	\$25	63,636	D	
Common Stock, par value \$.01	07/28/2003		S		42,300	D	\$42.75	21,336	D	
Common Stock, par value \$.01	07/28/2003		S		2,100	D	\$42.8	19,236	D	
Common Stock, par value \$.01	07/29/2003		M		65,600	A	\$25	84,836	D	
Common Stock, par value \$.01	07/29/2003		S		10,000	D	\$42.86	74,836	D	
Common Stock, par value \$.01	07/29/2003		S		5,000	D	\$42.85	69,836	D	
Common Stock, par value \$.01	07/29/2003		S		100	D	\$42.81	69,736	D	
Common Stock, par value \$.01	07/29/2003		S		22,100	D	\$42.8	47,636	D	
Common Stock, par value \$.01	07/29/2003		S		4,600	D	\$42.79	43,036	D	
Common Stock, par value \$.01	07/29/2003		S		1,500	D	\$42.78	41,536	D	
Common Stock, par value \$.01	07/29/2003		S		4,800	D	\$42.77	36,736	D	
Common Stock, par value \$.01	07/29/2003		S		1,000	D	\$42.76	35,736	D	
Common Stock, par value \$.01	07/29/2003		S		16,500	D	\$42.75	19,236	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	07/28/2003		M			44,400	(1)(2)	06/23/2007 <sup>(1)</sup>	Common Stock	44,400	\$0	65,600	D	
Employee Stock Option (right to buy)	\$25	07/29/2003		M			65,600	(1)(2)	06/23/2007 <sup>(1)</sup>	Common Stock	65,600	\$0	0	D	

**Explanation of Responses:**

- 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 options vest in three equal annual installments beginning June 23, 2000.

**Remarks:**

Kelli A. DiLuglio, as Attorney-in-Fact 07/30/2003

\*\* 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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