SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

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

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d	

		WIN BOSTON PROPERTIES INC [BXP] (Check all applicable) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner SS, INC. 12/08/2003 Executive Vice President 02199 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person		
	dress of Reporting OBERT EDV			(Check all applicable) Director 10% Owner
(1, +)			3 Date of Earliest Transaction (Month/Day/Vear)	
(Last)	(Hirst)	(Middle)		Everytive Vice President
C/O BOSTO	N PROPERTIES	S, INC.	12/08/2003	Executive vice President
111 HUNTINGTON AVENUE				
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable
(Stroot)				Line)
(Street)				X Form filed by One Reporting Person
BOSTON	MA	02199		
			—	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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock, par value \$.01	12/08/2003		M ⁽¹⁾		12,000	A	\$33.375	20,523	D	
Common Stock, par value \$.01	12/08/2003		S ⁽¹⁾		12,000	D	\$47	8,523	D	
Common Stock, par value \$.01	12/09/2003		M ⁽¹⁾		18,400	A	\$33.375	26,923	D	
Common Stock, par value \$.01	12/09/2003		S ⁽¹⁾		18,400	D	\$47	8,523	D	

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

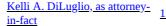
	(e.g., purs, cans, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exercisable 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)	\$33.375	12/08/2003		M ⁽¹⁾			12,000	(2)	02/09/2009	Common Stock	12,000	\$0	29,900	D	
Employee Stock Option (right to buy)	\$33.375	12/09/2003		M ⁽¹⁾			18,400	(2)	02/09/2009	Common Stock	18,400	\$0	11,500	D	

Explanation of Responses:

1. The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 24, 2003.

2. The options vested in three equal annual installments beginning February 9, 2000.

Remarks:



12/10/2003

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.