

LINDE DOUGLAS T
Form 4
November 18, 2004

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LINDE DOUGLAS T

(Last) (First) (Middle)

C/O BOSTON PROPERTIES,
INC., 111 HUNTINGTON
AVENUE

(Street)

BOSTON, MA 02199

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BOSTON PROPERTIES INC [BXP]

3. Date of Earliest Transaction
(Month/Day/Year)

11/16/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

SVP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, par value \$.01	11/16/2004		M		40,000	A	\$ 34.375	75,121.7471 D
Common Stock, par value \$.01	11/16/2004		S		1,500	D	\$ 61.71	73,621.7471 D
Common Stock, par value \$.01	11/16/2004		S		4,200	D	\$ 61.75	69,421.7471 D
Common	11/16/2004		S		300	D	\$ 61.77	69,121.7471 D

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Stock, par
value \$.01

Common Stock, par value \$.01	11/16/2004	S	1,000	D	\$ 61.78	68,121.7471	D
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Common Stock, par value \$.01	11/16/2004	S	4,000	D	\$ 61.8	64,121.7471	D
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Common Stock, par value \$.01	11/16/2004	S	4,200	D	\$ 61.81	59,921.7471	D
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Common Stock, par value \$.01	11/16/2004	S	1,000	D	\$ 61.82	58,921.7471	D
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Common Stock, par value \$.01	11/16/2004	S	1,000	D	\$ 61.84	57,921.7471	D
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Common Stock, par value \$.01	11/16/2004	S	1,000	D	\$ 61.85	56,921.7471	D
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Common Stock, par value \$.01	11/16/2004	S	1,000	D	\$ 61.87	55,921.7471	D
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Common Stock, par value \$.01	11/16/2004	S	1,000	D	\$ 61.88	54,921.7471	D
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Common Stock, par value \$.01	11/16/2004	S	2,500	D	\$ 61.89	52,421.7471	D
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Common Stock, par value \$.01	11/16/2004	S	1,000	D	\$ 61.91	51,421.7471	D
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Common Stock, par value \$.01	11/16/2004	S	2,000	D	\$ 61.92	49,421.7471	D
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Common Stock, par value \$.01	11/16/2004	S	1,000	D	\$ 61.93	48,421.7471	D
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Common Stock, par value \$.01	11/16/2004	S	1,700	D	\$ 61.94	46,721.7471	D
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Common Stock, par value \$.01	11/16/2004	S	900	D	\$ 61.97	45,821.7471	D
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Common Stock, par value \$.01	11/16/2004	S	2,000	D	\$ 61.99	43,821.7471	D	
Common Stock, par value \$.01	11/16/2004	S	3,000	D	\$ 62	40,821.7471	D	
Common Stock, par value \$.01	11/16/2004	S	700	D	\$ 62.05	40,121.7471	D	
Common Stock, par value \$.01	11/16/2004	S	1,000	D	\$ 62.08	39,121.7471	D	
Common Stock, par value \$.01	11/16/2004	S	1,000	D	\$ 62.15	38,121.7471	D	
Common Stock, par value \$.01	11/16/2004	S	1,000	D	\$ 62.26	37,121.7471	D	
Common Stock, par value \$.01	11/16/2004	S	1,000	D	\$ 62.28	36,121.7471	D	
Common Stock, par value \$.01	11/16/2004	S	1,000	D	\$ 62.3	35,121.7471	D	
Common Stock, par value \$.01						700	I	By Wife
Common Stock, par value \$.01						700	I	By Family Trust
Common Stock, par value \$.01						2,100	I	By Family Members

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 34.375	11/16/2004	M		40,000		<u>(1)</u>	03/24/2008	Common Stock		40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINDE DOUGLAS T C/O BOSTON PROPERTIES, INC. 111 HUNTINGTON AVENUE BOSTON, MA 02199			SVP & CFO	

Signatures

Kelli A. DiLuglio, as
Attorney-in-Fact

11/18/2004

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The option vested in three equal annual installments beginning on March 24, 1999

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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