

LINDE EDWARD H
Form 4
November 24, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LINDE EDWARD H

2. Issuer Name and Ticker or Trading Symbol
BOSTON PROPERTIES INC [BXP]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O BOSTON PROPERTIES, INC., 111 HUNTINGTON AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

BOSTON, MA 02199

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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. 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 (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$.01	11/23/2004		S		2,400	D	\$ 59.57
Common Stock, par value \$.01	11/23/2004		S		1,600	D	\$ 59.59
Common Stock, par value \$.01	11/23/2004		S		11,000	D	\$ 59.6
Common Stock, par value \$.01	11/23/2004		S		6,400	D	\$

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Stock, par value \$.01					59.62			
Common Stock, par value \$.01	11/23/2004	S	500	D	\$ 59.63	1,175,171	D	
Common Stock, par value \$.01	11/23/2004	S	400	D	\$ 59.65	1,174,771	D	
Common Stock, par value \$.01	11/23/2004	S	600	D	\$ 59.68	1,174,171	D	
Common Stock, par value \$.01	11/23/2004	S	1,500	D	\$ 59.69	1,172,671	D	
Common Stock, par value \$.01	11/23/2004	S	500	D	\$ 59.77	1,172,171	D	
Common Stock, par value \$.01	11/24/2004	G	171,671	D	\$ 0	1,000,500	D	
Common Stock, par value \$.01						29,000	I	By Trust

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 (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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option	\$ 34.375	11/23/2004		M	91,600	<u>(1)</u>	03/24/2008	Common Stock	91,600

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINDE EDWARD H C/O BOSTON PROPERTIES, INC. 111 HUNTINGTON AVENUE BOSTON, MA 02199	X		President & CEO	

Signatures

Kelli A. DiLuglio, as
attorney-in-fact

11/24/2004

__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 options vested in three equal annual installments beginning on March 24, 1999.

Remarks:

This is the second of two Forms 4 filed by the reporting person on November 24, 2004.

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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