

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

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

**BOSTON PROPERTIES, INC.**  
(Name of Issuer)

Common Stock, \$.01 Par Value Per Share  
(Title of Class of Securities)

101121101  
(CUSIP Number)

December 31, 2004  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

David Rockefeller

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

---

3 SEC USE ONLY

---

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

---

5 SOLE VOTING POWER

4,012,824

---

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

57,856

---

7 SOLE DISPOSITIVE POWER

4,012,824

---

8 SHARED DISPOSITIVE POWER

57,856

---

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,070,680 (FN 1)

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.6%

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12 TYPE OF REPORTING PERSON\*

IN

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\* SEE INSTRUCTION BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Rockmark Corporation

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

---

3 SEC USE ONLY

---

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

---

5 SOLE VOTING POWER

0

---

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

0

---

7 SOLE DISPOSITIVE POWER

0

---

8 SHARED DISPOSITIVE POWER

0

---

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

---

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

---

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

---

12 TYPE OF REPORTING PERSON\*

CO

---

\* SEE INSTRUCTION BEFORE FILLING OUT

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fedmark Corporation

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

---

3 SEC USE ONLY

---

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

---

5 SOLE VOTING POWER

0

---

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

0

---

7 SOLE DISPOSITIVE POWER

0

---

8 SHARED DISPOSITIVE POWER

0

---

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

---

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

---

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

---

12 TYPE OF REPORTING PERSON\*

C0

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\* SEE INSTRUCTION BEFORE FILLING OUT

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ECW Investor Associates, a California limited partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

57,856 (FN 2)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

57,856 (FN 2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

57,856 (FN 2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.053%

12 TYPE OF REPORTING PERSON\*

PN

\* SEE INSTRUCTION BEFORE FILLING OUT

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DR & Descendants LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12 TYPE OF REPORTING PERSON\*

OO

\* SEE INSTRUCTION BEFORE FILLING OUT

Item 1(a) Name of Issuer: **Boston Properties, Inc.**

Item 1(b) Address of Issuer's Principal Executive Offices:

**111 Huntington Avenue  
Boston, MA 02199  
(617) 236-3300**

Items

2(a)  
and 2(b) Name of Person Filing, Address of Principal Business Office:

This statement is being filed by and on behalf of (i) David Rockefeller, (ii) Rockmark Corporation, a Delaware corporation, (iii) Fedmark Corporation, a Delaware corporation, (iv) ECW Investor Associates, a California limited partnership and (v) DR & Descendants LLC, a Delaware limited liability company (collectively, the "Reporting Persons"). David Rockefeller ("DR") is the (A) managing member of DR & Descendants LLC, a Delaware limited partnership ("DRDP"), (B) majority stockholder of Rockmark Corporation, a Delaware corporation ("Rockmark") and (C) majority stockholder of Fedmark Corporation, a Delaware corporation ("Fedmark") and may be deemed to control each of DRDP, Rockmark and Fedmark. DRDP and Rockmark are two of the three general partners of ECW Associates, a California limited partnership ("ECWA") and through his interests in DRDP and Rockmark, DR may be deemed to control DRDP's and Rockmark's partnership interests in ECWA. Each of the Reporting Persons has its principal place of business at 30 Rockefeller Plaza, Room 5600, New York, NY 10112.

Item 2(c) Citizenship:

- (i) David Rockefeller is a United States citizen
- (ii) Rockmark is a Delaware corporation
- (iii) Fedmark is a Delaware corporation
- (iv) ECWA is a California limited partnership
- (v) DRDP is a Delaware limited liability company

Item 2(d) Title of Class of Securities:

**Common Stock, Par Value \$.01 per share**

Item 2(e) CUSIP Number: **101121101**

Item 3 Not Applicable

## Item 4 Ownership:

David Rockefeller

## (a) Amount Beneficially Owned:

4,070,680 Preferred Units

## (b) Percent of Class:

3.6%

## (c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 4,012,824

(ii) Shared power to vote or to direct the vote: 57,856

(iii) Sole power to dispose or to direct the disposition of: 4,012,824

(iv) Shared power to dispose or to direct the disposition of: 57,856

Rockmark Corporation

## (a) Amount Beneficially Owned:

0 Preferred Units

## (b) Percent of Class:

0%

## (c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

Fedmark Corporation

## (a) Amount Beneficially Owned:

0 Preferred Units

## (b) Percent of Class:

0%



- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 0

ECW Investor Associates, a California limited partnership

- (a) Amount Beneficially Owned:  
57,856 Preferred Units
- (b) Percent of Class:  
0.053%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 57,856
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 57,856

DR & Descendants, LLC

- (a) Amount Beneficially Owned:  
0 Preferred Units
- (b) Percent of Class:  
0%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 0
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 0
  - (iv) Shared power to dispose or to direct the disposition of: 0

Item 5 Ownership of Five Percent or Less of a Class:

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

- (i) The shareholders of Rockmark have a right to participate in the receipt of dividends from, or proceeds from the sale of, securities, including shares of Common Stock, held for the account of Rockmark, in accordance with their share ownership in Rockmark.
- (ii) The shareholders of Fedmark have a right to participate in the receipt of dividends from, or proceeds from the sale of, securities, including shares of Common Stock, held for the account of Fedmark, in accordance with their share ownership in Fedmark.
- (iii) The limited partners of ECWA have a right to participate in the receipt of dividends from, or proceeds from the sale of, securities, including shares of Common Stock, held for the account of ECWA, in accordance with their partnership interests in ECWA.
- (iv) The members of DRDP have a right to participate in the receipt of dividends from, or proceeds from the sale of, securities, including shares of Common Stock, held for the account of DRDP, in accordance with their membership interests in DRDP.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:  
Not Applicable.

Item 8 Identification and Classification of Members of the Group:  
Not Applicable.

Item 9 Notice of Dissolution of Group:  
Not Applicable.

Item 10 Certification:

By signing below the signatory certifies that, to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(FN1) Includes 3,057,771.49 Series Two Preferred Units (the "Series Two Preferred Units") of limited partnership interest in Boston Properties Limited Partnership, a Delaware limited partnership (the "Operating Partnership"), of which Boston Properties, Inc. is the general partner. Under the rules issued by the Securities and Exchange Commission regarding beneficial ownership of securities, beneficial ownership of Common Stock includes (i) any shares as to which the individual or entity has sole or shared voting power or investment power and (ii) any shares which could be purchased by the exercise of options at or within 60 days of December 31, 2004. The \$50.00 liquidation preference of each Series Two Preferred Unit will be convertible, at the holder's option, into common units of limited partnership interest ("Common Units") in the Operating Partnership at a conversion price of \$38.10. These Common Units may then be tendered for cash equal to the equivalent number of shares of the issuer's Common Stock. In lieu of delivering cash, however, the issuer may, at its option choose to acquire any units so tendered by issuing common stock. The Reporting Persons have opted to include in this report his or its beneficial ownership of the Series Two Preferred Units even though ownership of such units does not constitute beneficial ownership of Common Stock under Rule 13d-3 because, pursuant to section 8.6 of the Operating Partnership's limited partnership agreement, the holder of common units does not have the right to require the issuer to exchange the common units for shares of Common Stock.

(FN2) Includes 44,086.32 Series Two Preferred Units (the "Series Two Preferred Units") of limited partnership interest in Boston Properties Limited Partnership, a Delaware limited partnership (the "Operating Partnership"), of which Boston Properties, Inc. is the general partner. Under the rules issued by the Securities and Exchange Commission regarding beneficial ownership of securities, beneficial ownership of Common Stock includes (i) any shares as to which the individual or entity has sole or shared voting power or investment power and (ii) any shares which could be purchased by the exercise of options at or within 60 days of December 31, 2004. The \$50.00 liquidation preference of each Series Two Preferred Unit will be convertible, at the holder's option, into common units of limited partnership interest ("Common Units") in the Operating Partnership at a conversion price of \$38.10. These Common Units may then be tendered for cash equal to the equivalent number of shares of the issuer's Common Stock. In lieu of delivering cash, however, the issuer may, at its option choose to acquire any units so tendered by issuing common stock. The Reporting Persons have opted to include in this report his or its beneficial ownership of the Series Two Preferred Units even though ownership of such units does not constitute beneficial ownership of Common Stock under Rule 13d-3 because, pursuant to section 8.6 of the Operating Partnership's limited partnership agreement, the holder of common units does not have the right to require the issuer to exchange the common units for shares of Common Stock.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 31, 2005

By: \_\_\_\_\_ /s/ DAVID ROCKEFELLER  
David Rockefeller

**ROCKMARK CORPORATION**

By: \_\_\_\_\_ /s/ RICHARD E. SALOMON  
Name: Richard E. Salomon  
Title: President

**FEDMARK CORPORATION**

By: \_\_\_\_\_ /s/ RICHARD E. SALOMON  
Name: Richard E. Salomon  
Title: President

**ECW INVESTOR ASSOCIATES, A CALIFORNIA LIMITED PARTNERSHIP**

By: ROCKMARK CORPORATION  
its General Partner

By: \_\_\_\_\_ /s/ RICHARD E. SALOMON  
Name: Richard E. Salomon  
Title: President

**DR & DESCENDANTS, LLC**

By: \_\_\_\_\_ /s/ DAVID ROCKEFELLER  
Name: David Rockefeller  
Title: Managing Member

**AGREEMENT OF FILING OF SCHEDULE 13G**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning the others, except to the extent that it knows or has reason to believe that such information is inaccurate. This Agreement may be executed in any number of counterparts and all such counterparts taken together shall constitute one and the same instrument.

Dated: January 31, 2005

**ROCKMARK CORPORATION**

By:   /s/ RICHARD E. SALOMON    
Name: **Richard E. Salomon**  
Title: **President**

**FEDMARK CORPORATION**

By:   /s/ RICHARD E. SALOMON    
Name: **Richard E. Salomon**  
Title: **President**

**ECW INVESTOR ASSOCIATES, A CALIFORNIA LIMITED PARTNERSHIP**

By: **ROCKMARK CORPORATION**  
**its General Partner**

By:   /s/ RICHARD E. SALOMON    
Name: **Richard E. Salomon**  
Title: **President**

**DR & DESCENDANTS, LLC**

By:   /s/ DAVID ROCKEFELLER    
Name: **David Rockefeller**  
Title: **Managing Member**