

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>JOHNSTON PETER D</u> (Last) (First) (Middle) <u>C/O BOSTON PROPERTIES</u> <u>901 NEW YORK AVENUE, NW</u> (Street) <u>WASHINGTON DC 20001</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BOSTON PROPERTIES INC [BXP]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/10/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <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	05/10/2006		M		25,903	A	\$29.38 ⁽¹⁾	37,268.5421	D	
Common Stock, par value \$.01	05/10/2006		S		2,400	D	\$90.38	34,868.5421	D	
Common Stock, par value \$.01	05/10/2006		S		400	D	\$90.37	34,468.5421	D	
Common Stock, par value \$.01	05/10/2006		S		1,600	D	\$90.36	32,868.5421	D	
Common Stock, par value \$.01	05/10/2006		S		100	D	\$90.34	32,768.5421	D	
Common Stock, par value \$.01	05/10/2006		S		500	D	\$90.33	32,268.5421	D	
Common Stock, par value \$.01	05/10/2006		S		200	D	\$90.32	32,068.5421	D	
Common Stock, par value \$.01	05/10/2006		S		200	D	\$90.31	31,868.5421	D	
Common Stock, par value \$.01	05/10/2006		S		2,200	D	\$90.3	29,668.5421	D	
Common Stock, par value \$.01	05/10/2006		S		1,300	D	\$90.29	28,368.5421	D	
Common Stock, par value \$.01	05/10/2006		S		400	D	\$90.28	27,968.5421	D	
Common Stock, par value \$.01	05/10/2006		S		100	D	\$90.27	27,868.5421	D	
Common Stock, par value \$.01	05/10/2006		S		100	D	\$90.26	27,768.5421	D	
Common Stock, par value \$.01	05/10/2006		S		1,300	D	\$90.25	26,468.5421	D	
Common Stock, par value \$.01	05/10/2006		S		1,000	D	\$90.24	25,468.5421	D	
Common Stock, par value \$.01	05/10/2006		S		500	D	\$90.23	24,968.5421	D	
Common Stock, par value \$.01	05/10/2006		S		200	D	\$90.22	24,768.5421	D	
Common Stock, par value \$.01	05/10/2006		S		500	D	\$90.21	24,268.5421	D	
Common Stock, par value \$.01	05/10/2006		S		2,000	D	\$90.2	22,268.5421	D	
Common Stock, par value \$.01	05/10/2006		S		200	D	\$90.18	22,068.5421	D	
Common Stock, par value \$.01	05/10/2006		S		100	D	\$90.16	21,968.5421	D	
Common Stock, par value \$.01	05/10/2006		S		200	D	\$90.14	21,768.5421	D	
Common Stock, par value \$.01	05/10/2006		S		100	D	\$90.1	21,668.5421	D	
Common Stock, par value \$.01	05/10/2006		S		200	D	\$90.09	21,468.5421	D	
Common Stock, par value \$.01	05/10/2006		S		1,800	D	\$90.08	19,668.5421	D	
Common Stock, par value \$.01	05/10/2006		S		1,300	D	\$90.07	18,368.5421	D	

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

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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. Code		5. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable & 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)
				(Instr. 8)	(Instr. 8)	(A)	(D)						
Employee Stock Option (right to buy)	\$29.38 ⁽¹⁾	05/10/2006		M	V		25,903	(2)	01/24/2010				D

Explanation of Responses:

1. In October 2005, the issuer paid a special dividend of \$2.50 per share of common stock to all stockholders of record as of the close of business on September 30, 2005. In connection with this special dividend, the issuer's Board of Directors adjusted all options that were awarded, but not exercised, prior to the ex-dividend date for the special dividend to account for the effect of the special dividend. The number of shares subject to each such option was increased and the exercise price correspondingly decreased such that each option had the same fair value to the holder before and after giving effect to the payment of the special dividend. Pursuant to this adjustment, the number of shares underlying Mr. Johnston's options increased by 903 from 25,000 to 25,903 and the per share exercise price was correspondingly decreased.

2. The options vested in three equal annual installments beginning on January 24, 2001.

Remarks:

This is the first of two Forms 4 filed by the reporting person on May 10, 2006.

/s/ Kelli A. DiLuglio, as
Attorney-in-Fact

05/10/2006

** 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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