

**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>LINDE DOUGLAS T</u>  (Last) (First) (Middle) <u>C/O BOSTON PROPERTIES, INC.</u> <u>111 HUNTINGTON AVENUE</u>  (Street) <u>BOSTON MA 02199</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) <p style="text-align: center;"><b>EVP &amp; CFO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/06/2006</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	04/06/2006		M		20,722	A	\$24.13 <sup>(1)(2)</sup>	55,843.7471	D	
Common Stock, par value \$.01	04/06/2006		M		53,956	A	\$32.22 <sup>(1)(3)</sup>	109,799.7471	D	
Common Stock, par value \$.01	04/06/2006		M		58,282	A	\$29.38 <sup>(1)(4)</sup>	168,081.7471	D	
Common Stock, par value \$.01	04/06/2006		M		8,668	A	\$39.33 <sup>(1)(5)</sup>	176,749.7471	D	
Common Stock, par value \$.01	04/06/2006		S		141,628	D	\$93.15	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

**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 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
Employee Stock Option (right to buy)	\$24.13 <sup>(1)(2)</sup>	04/06/2006		M			20,722	(6)(7)	06/23/2007	Common Stock	20,722	\$0	0 <sup>(1)(2)</sup>	D	
Employee Stock Option (right to buy)	\$32.22 <sup>(1)(3)</sup>	04/06/2006		M			53,956	(8)	02/09/2009	Common Stock	53,956	\$0	0 <sup>(1)(3)</sup>	D	
Employee Stock Option (right to buy)	\$29.38 <sup>(1)(4)</sup>	04/06/2006		M			58,282	(9)	01/24/2010	Common Stock	58,282	\$0	0 <sup>(1)(4)</sup>	D	
Employee Stock Option (right to buy)	\$39.33 <sup>(1)(5)</sup>	04/06/2006		M			8,668	(10)	01/18/2011	Common Stock	8,668	\$0	76,812 <sup>(1)(5)</sup>	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.

2. Pursuant to the adjustment described in Footnote 1, the number of shares underlying the options increased by 722 from 20,000 to 20,722 and the per share exercise price was correspondingly decreased.
3. Pursuant to the adjustment described in Footnote 1, the number of shares underlying the options increased by 1,881 from 52,075 to 53,956 and the per share exercise price was correspondingly decreased.
4. Pursuant to the adjustment described in Footnote 1, the number of shares underlying the options increased by 2,032 from 56,250 to 58,282 and the per share exercise price was correspondingly decreased.
5. Pursuant to the adjustment described in Footnote 1, the number of shares underlying the options increased by 2,980 from 82,500 to 85,480 and the per share exercise price was correspondingly decreased.
6. An inadvertent error was made in the original reporting of the date of grant of these options. The options were granted on June 23, 1997.
7. The option vested in three equal annual installments beginning on June 23, 2000.
8. The option vested in three equal annual installments beginning on February 9, 2000.
9. The option vested in three equal annual installments beginning on January 24, 2001.
10. The option vested in three equal annual installments beginning on January 18, 2002.

**Remarks:**

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

04/06/2006

\*\* 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.

**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.**