FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

5. Relationship of Reporting Person(s) to Issuer

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

Name and Address of Reporting Person*     LINDE DOUGLAS T						2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [ BXP ]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director  Officer (give title Other (specify)				
(Last) (First) (Middle) C/O BOSTON PROPERTIES, INC. 111 HUNTINGTON AVENUE						te of Earliest Transa 4/2005	action (N	Month/	Day/Year)		X Officer (give title Other (specify below)  EVP & CFO						
						mendment, Date of	f Origina	l Filed	d (Month/Day		6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street) BOSTON MA 02199					X Form filed by One Reporting Person Form filed by More than One Reporting Person												
(City)	(S	tate)	(Zip)									. 0.00.					
			Table I - No	n-Deriv	ative \$	Securities Acc	quired	, Dis	posed of	f, or Ber	neficial	y Owned	l				
1. Title of S	tr. 3)	2. Transac Date (Month/Da		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (AD Disposed Of (D) (Instr. 3			Benefici	es ally Following	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	Transact (Instr. 3	tion(s) and 4)		(3 4)		
Common	Stock, par	value \$.01		05/24/	2005		M		20,000	A	\$34.37	5 55,12	1.7471	D			
Common	value \$.01	05/24/2005			S		200	D	\$66.7	54,92	1.7471	D					
Common Stock, par value \$.01					2005		S		700	D	\$66.7	3 54,22	1.7471	D			
Common Stock, par value \$.01					2005		S		2,000	D	\$66.8	52,22	1.7471	D			
Common Stock, par value \$.01					2005		S		100	D	\$66.9	52,12	1.7471	D			
Common	Stock, par	value \$.01		05/24/	2005		S		1,000	D	\$66.9	51,12	1.7471	D			
Common	Stock, par	value \$.01		05/24/	2005		S		1,000	D	\$66.9	3 50,12	1.7471	D			
Common Stock, par value \$.01					2005		S		1,900	D	\$66.9	5 48,22	1.7471	D			
Common	Stock, par	value \$.01		05/24/	2005		S		1,000	D	\$66.9	7 47,22	1.7471	D			
Common Stock, par value \$.01					2005		S		1,000	D	\$66.9	46,22	1.7471	D			
Common	Stock, par	value \$.01		05/24/	2005		S		2,000	D	\$67	44,22	1.7417	D			
Common Stock, par value \$.01 05/2					2005		S		2,800	D	\$67.0	5 41,42	1.7471	D			
Common Stock, par value \$.01 05/2					2005		S		1,000	D	\$67.0	40,42	1.7471	D			
Common Stock, par value \$.01 05/2					2005		S		2,300	D	\$67.1	38,12	1.7471	D			
Common Stock, par value \$.01 05/24					2005		S		1,000	D	\$67.1	37,12	1.7471	D			
Common Stock, par value \$.01 05/2					2005		S		1,800	D	\$67.1	2 35,32	1.7471	D			
Common Stock, par value \$.01 05/2					2005		S		200	D	\$67.1	35,12	1.7471	D			
Common Stock, par value \$.01												7	00	I	By Wife		
Common Stock, par value \$.01												7	00	I	By Family Trust		
Common Stock, par value \$.01												2,	100	I	By Family Members		
			Table II			ecurities Acqualls, warrants,						Owned					
Derivative   Conversion   Date		Execution	ed 4 n Date, T	ransactio	5. Number of	B. Date Exercisable and Expiration Date (Month/Day/Year)		sable and e ar)	7. Title and of Securiti Underlying Derivative (Instr. 3 an	I Amount es I Security	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficial Owned Following Reported Transaction (Instr. 4)	Ownersi Form: Direct (Dor Indire (I) (Instr.	Beneficial Ownership ct (Instr. 4)			

1. Title of -Derivative Security (Instr. 3)	2Conversion or Exercise Price of Derivative Security	3. Transaction  Date (Month/Day/Year)				u(nt)er ivative urities uired or oosed D) (Instr.	, options, Date ExPlatis Ebbler o Expiration Da	uired, Disposed of, or B options, convertible se Expiration Date (Month/Day/Year)  Titletto Of Ser Under Derive (Instr.			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	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$34.375	05/24/2005	М			20,000	(1)	03/24/2008	Common Stock	20,000	\$0	0	D	

## Explanation of Responses:

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

## Remarks:

/s/ Kelli A. DiLuglio, as Attorney-in-Fact 05/26/2005

\*\* 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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