## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL             |           |  |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |  |  |  |
| hours per response:      | 0.5       |  |  |  |  |  |  |  |  |

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

| 1. Name and Address of Reporting Person*  BACOW LAWRENCE S   |   |  |  |        |   | 2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [ BXP ] |        |      |  |                |       |  |  | heck all app  | licable)<br>tor   | Person(s) to Is  | wner                                  |  |
|--|---|--|--|--------|---|---|--------|------|--|----------------|-------|--|--|---|---|--|---------------------------------------|--|
| (Last) (First) (Middle) TUFTS UNIVERSITY   |   |  |  |        | 3. Date of Earliest Transaction (Month/Day/Year) 05/18/2005 |   |        |      |  |                |       |  |  | Office<br>belov   | er (give title<br>v)  | Other<br>below)  | (specify                              |  |
| 161 PACKARD AVENUE   |   |  |  |        | 4. If Amendment, Date of Original Filed (Month/Day/Year)    |   |        |      |  |                |       |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                       |   |  |                                       |  |
| (Street) MEDFORD MA 0215   |   | )2155                                      |  |        |   |   |        |      |  |                |       |  | Form                                   | Form filed by One Reporting Person  Form filed by More than One Reporting  Person |   |  |                                       |  |
| (City)   | y) (State) (Zip)  |  |  |        |   |   |        |      |  |                |       |  |  |   |   |  |                                       |  |
|  |   | Tab  | e I - Non-   | Deriva | ative   | Sec   | uritie | es A | cquired, D   | ispo           | sed o | of, or Be  | eneficia                               | lly Owne  | d   |  |                                       |  |
| 1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)  |   |  |  |        |   | Execution Date  |        |      | Code (Instr. 5)  |                |       | red (A) or<br>str. 3, 4 aı   | Benefic                                | ies For<br>ially (D)<br>Following (I) (   | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)   | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)        |                                       |  |
|  |   |  |  |        |   |   |        |      | Code   | / A            | mount | (A) (D)  | Price                                  | Transa  | ction(s)<br>3 and 4)  |  | (11341.4)                             |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |   |  |  |        |   |   |        |      |  |                |       |  |  |   |   |  |                                       |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year | ate, T | 4.<br>Transactio<br>Code (Inst<br>8)                        |   |        |      | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                |       | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative Securi<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)                               | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | Beneficial<br>Ownership<br>(Instr. 4) |  |
|  |   |  |  | c      | Code  | v   | (A)    | (D)  | Date<br>Exercisable  | Expira<br>Date | ation | Title  | Amount<br>or<br>Number<br>of<br>Shares |   |   |  |                                       |  |
| LTIP<br>Units  | \$0 <sup>(1)</sup>  | 05/18/2005                                 |  |        | A   |   | 560    |      | (1)(2)   | (1             | 1)    | Common<br>Stock  | 560                                    | \$0.25  | 2,262   | D  |                                       |  |

## **Explanation of Responses:**

2. LTIP Units vest in two equal annual installments beginning on the first anniversary of the date of grant.

## Remarks:

/s/ Kelli A. DiLuglio, as 05/19/2005 Attorney-in-Fact

\*\* 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.

Represents units of limited partnership interest in Boston Properties Limited Partnership (BPLP), of which the Issuer is the general partner, issued as long term incetive compensation pursant to the Issuer's equity based compensatory programs. Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit may be converted, at the election of the holder, into a Common Unit of limited partnership interest of BPLP. Each Common Unit acquired upon conversion of an LTIP Unit may be redeemed, at the election of the holder, for cash equal to the then fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election as directed by BPLP, acquire a Common Unit presented for redemption for one share of Common Stock.