FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 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* DALEY WILLIAM M						2. Issuer Name and Ticker or Trading Symbol BOSTON PROPERTIES INC [BXP]									k all appli Directo	or	g Per	10% O	wner	
(Last) (First) (Middle) JPMORGAN CHASE					3. Date of Earliest Transaction (Month/Day/Year) 07/29/2005										Officer below)	(give title		Other (below)	specify	
ONE BANK ONE PLAZA					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street)			60670											X		filed by One filed by Mor n		•		
(City)	(State) (Zip)																			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)						ar) i	2A. Deemed Execution Date, if any (Month/Day/Year)		Code (I	Transaction Dispose Code (Instr. 5)		rities Acquired (A) ed Of (D) (Instr. 3, 4		or I and	5. Amou Securition Benefici Owned I Reporte	es For ially (D) Following (I) (vnership n: Direct r Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) or (D)		ice	Transac	ansaction(s) estr. 3 and 4)			(11301.4)	
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)		n of		6. Date Exercisable Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		S (I	. Price of erivative ecurity nstr. 5)		ly D	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisabl		xpiration ate	Title	Amou or Numl of Share	ber						
Dividend Equivalent Rights	(1)	07/29/2005			A		25.95		(2)		(2)	Common Stock	25.9	95	\$0	2,932.13	3	D		

Explanation of Responses:

- 1. The rights convert to Common Stock on a 1-for-1 basis.
- 2. Acquired as quarterly dividends on July 29, 2005. The rights were granted as a component of the Phantom Stock Units that were awarded under the Boston Properties, Inc. 1997 Stock Option and Incentive Plan to non-employee directors who elected to receive Phantom Stock Units in lieu of director compensation fees. The rights are to be settled in Shares of Common Stock upon the Reporting Person's retirement from the Boston Properties Board of Directors.

Remarks:

/s/ Kelli A. DiLuglio, as 08/02/2005 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.